

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 15, 2019

SPAR Group, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

0-27408  
(Commission  
File No.)

33-0684451  
(IRS Employer  
Identification No.)

333 Westchester Avenue, South Building, Suite 204, White Plains, NY  
(Address of Principal Executive Offices)

10604  
(Zip Code)

Registrant's telephone number, including area code: (248) 364-7727

(Former Name or Former Address, if Changed Since Last Report)

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock, \$0.01 par value	SGRP	The NASDAQ Stock Market LLC

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)  
 Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)  
 Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))  
 Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 2.02 . Results of Operations and Financial Condition.**

On May 15, 2019, we, SPAR Group, Inc. ("SGRP" or the "Registrant"), and its subsidiaries (together with SGRP, "we", "our" or the "Company"), issued a press release (the "Release") dated May 15, 2019, reporting our financial results for our fiscal quarter and three month period ended on March 31, 2019.

A copy of the Release is attached to this Current Report on Form 8-K (this "Report") as Exhibit 99.1 and is hereby incorporated herein by reference.

**Item 7.01 Regulation FD Disclosure.**

The information set forth under Item 2.02 above is hereby incorporated by reference into this Item 7.01

**Forward Looking Statements**

This Current Report on Form 8-K and the attached Exhibit (this "Current Report"), contain "forward-looking statements" within the "safe harbor" provisions of the Private Securities Litigation Reform Act of 1995, made by, or respecting, SGRP and its subsidiaries (together with SGRP, the "SPAR Group" or the "Company"), and this Current Report has been filed by SGRP with the Securities and Exchange Commission (the "SEC"). There also are "forward-looking statements" contained in SGRP's Annual Report on Form 10-K filed with the SEC on April 15, 2019 for its fiscal year ended December 31, 2018, as amended by the Form 10-K/A filed by SGRP on April 24, 2019 (together, the "Annual Report"), in SGRP's definitive Proxy Statement and the supplemental materials respecting its Annual Meeting of Stockholders held on May 15, 2019 (as filed, the "Proxy Statement"), which SGRP filed with the SEC on April 29 and May 3, 2019, respectively, and SGRP's Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other reports and statements as and when filed with the SEC (including this Current Report, the Annual Report and the Proxy Statement, each a "SEC Report"). "Forward-looking statements" are defined in Section 27A of the Securities Act of 1933, as amended (the "Securities Act"), and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and other applicable federal and state securities laws, rules and regulations, as amended (together with the Securities Act and Exchange Act, the "Securities Laws").

All statements (other than those that are purely historical) are forward-looking statements. Words such as "may," "will," "expect," "intend," "believe", "estimate", "anticipate," "continue," "plan," "project," or the negative of these terms or other similar expressions also identify forward-looking statements. Forward-looking statements made by the Company in this Current Report or the SEC Reports may include (without limitation) statements regarding: risks, uncertainties, cautions, circumstances and other factors ("Risks"); and plans, intentions, expectations, guidance or other information respecting the potential negative effects of the Company's to comply with Nasdaq's Board Independence Rule or Bid Price Rule in the future, any settlement with the Majority Stockholders or their companies, or the pursuit or achievement of the Company's five corporate objectives (growth, customer value, employee development, greater productivity & efficiency, and increased earnings per share), building upon the Company's strong foundation, leveraging compatible global opportunities, growing the Company's client base and contracts, continuing to strengthen its balance sheet, growing revenues and improving profitability through organic growth, new business development and strategic acquisitions, and continuing to control costs. The Company's forward-looking statements also include (without limitation) those made in the Annual Report in "Business", "Risk Factors", "Legal Proceedings", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Directors, Executive Officers and Corporate Governance", "Executive Compensation", "Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters", and "Certain Relationships and Related Transactions, and Director Independence".

You should carefully review and consider the Company's forward-looking statements (including all risk factors and other cautions and uncertainties) and other information made, contained or noted in or incorporated by reference into this Current Report, the Annual Report, the Proxy Statement and the other applicable SEC Reports, but you should not place undue reliance on any of them. The results, actions, levels of activity, performance, achievements or condition of the Company (including its affiliates, assets, business, clients, capital, cash flow, credit, expenses, financial condition, income, liabilities, liquidity, locations, marketing, operations, performance, prospects, sales, strategies, taxation or other achievement, results, risks, trends or condition) and other events and circumstances planned, intended, anticipated, estimated or otherwise expected by the Company (collectively, "Expectations"), and our forward-looking statements (including all Risks) and other information reflect the Company's current views about future events and circumstances. Although the Company believes those Expectations and views are reasonable, the results, actions, levels of activity, performance, achievements or condition of the Company or other events and circumstances may differ materially from our Expectations and views, and they cannot be assured or guaranteed by the Company, since they are subject to Risks and other assumptions, changes in circumstances and unpredictable events (many of which are beyond the Company's control). In addition, new Risks arise from time to time, and it is impossible for the Company to predict these matters or how they may arise or affect the Company. Accordingly, the Company cannot assure you that its Expectations will be achieved in whole or in part, that it has identified all potential Risks, or that it can successfully avoid or mitigate such Risks in whole or in part, any of which could be significant and materially adverse to the Company and the value of your investment in the Company's Common Stock.

These forward-looking statements reflect the Company's Expectations, views, Risks and assumptions only as of the date of this Current Report, and the Company does not intend, assume any obligation, or promise to publicly update or revise any forward-looking statements (including any Risks or Expectations) or other information (in whole or in part), whether as a result of new information, new or worsening Risks or uncertainties, changed circumstances, future events, recognition, or otherwise.





**SPAR Group Announces Financial Results for the First Quarter Ended March 31, 2019**

WHITE PLAINS, N.Y., May 15, 2019 (GLOBE NEWSWIRE) -- SPAR Group, Inc. (Nasdaq: SGRP), a leading supplier of retail merchandising, business technology and other marketing services in 10 countries throughout North America, Latin America, Asia Pacific and Africa, today announced financial results for the first quarter ended March 31, 2019.

Highlights for the three-month period ended March 31, 2019, as compared to the same period in the prior year include:

- Revenue for the first quarter of 2019 increased \$2.6 million, or 5 percent, to \$57.2 million. International operations contributed \$2.3 million of the increase. Domestic operations contributed \$300,000 of the year-over-year revenue growth.
- Operating income for the first quarter increased \$1 million to \$1.7 million, compared to \$730,000 for the same period last year. The increase in operating income was primarily driven by domestic operations.
- Net income attributable to SPAR Group for the first quarter of 2019 was \$619,000, or \$0.03 per diluted share, compared to a net income of \$124,000, or \$0.01 per diluted share, during the first quarter of 2018.
- As highlighted in the GAAP reconciliation table below, Adjusted-EBITDA for the first quarter of 2019 increased 71.5% to \$2.3 million, compared to EBITDA of \$1.3 million during the same period last year. Domestic operations delivered \$900,000 of the increase.

**Financial Results by Geography (in 000's)**

<b>Revenue:</b>	<b>Three Months Ended March 31,</b>		<b>% Change</b>
	<b>2019</b>	<b>2018</b>	
International	\$ 38,503	\$ 36,210	6.3%
Domestic	18,657	18,369	1.6%
<b>Total</b>	<b>\$ 57,160</b>	<b>\$ 54,579</b>	<b>4.7%</b>

<b>Operating Income:</b>	<b>Three Months Ended March 31,</b>		<b>% Change</b>
	<b>2019</b>	<b>2018</b>	
International	\$ 976	\$ 1,050	(7.0%)
Domestic	757	(320)	nmf
<b>Total</b>	<b>\$ 1,733</b>	<b>\$ 730</b>	<b>137.4%</b>

<b>Net Income (loss):</b>	<b>Three Months Ended March 31,</b>		<b>% Change</b>
	<b>2019</b>	<b>2018</b>	
International	\$ 219	\$ 387	(43.4%)
Domestic	400	(263)	nmf
<b>Total</b>	<b>\$ 619</b>	<b>\$ 124</b>	<b>399.2%</b>

<b>Earnings Per Basic and Diluted share:</b>	<b>2019</b>	<b>2018</b>
	\$ 0.03	\$ 0.01

<b>Adjusted EBITDA:</b>	<b>Three Months Ended March 31,</b>		<b>% Change</b>
	<b>2019</b>	<b>2018</b>	
International	\$ 1,115	\$ 1,210	(7.9%)
Domestic	1,191	134	nmf
<b>Total</b>	<b>\$ 2,306</b>	<b>\$ 1,344</b>	<b>71.5%</b>

“As expected, we delivered significant improvements in first quarter financial results with solid growth on the top line and more than a two-fold improvement in profitability. Strategic changes to reposition SPAR, which include overhauling our labor platform, realigning our sales and marketing efforts and improving our technologies, were responsible for the improvement in our domestic financial results and are becoming the foundation for continued profitable growth. First quarter international revenue increased 7%, driven by continued growth in Brazil and Japan. While profitability was down slightly versus last year, we expect efficiency initiatives combined with a revenue mix shift to drive improvements in international profitability,” said Chief Executive Officer, Christiaan Olivier. “Positive momentum exiting the first quarter has carried over into the first half of the second quarter. Our pipeline of business opportunities is strong, and we expect continued revenue growth during 2019. As we gain further benefit from strategic changes, we expect even stronger growth in profitability.”

#### **Margin Profile by Geography**

##### **Gross Margin:**

	<b>Three Months Ended March 31,</b>		<b>Basis Point Change</b>
	<b>2019</b>	<b>2018</b>	
International	15.4%	15.0%	36
Domestic	25.2%	23.3%	191
<b>Total</b>	<b>18.6%</b>	<b>17.8%</b>	<b>78</b>

##### **Operating Income as a % of Sales:**

	<b>Three Months Ended March 31,</b>		<b>Basis Point Change</b>
	<b>2019</b>	<b>2018</b>	
International	2.5%	2.9%	(40)
Domestic	4.1%	(1.7)%	590
<b>Total</b>	<b>3.0%</b>	<b>1.3%</b>	<b>169</b>

All international subsidiaries, with the exception of India, Australia, and Canada, experienced gross profit margin improvement in the first three months of 2019 compared to the same period last year.

The increase in domestic gross profit margin compared to the same period last year was due to a shift in our labor platform in the later part of 2018 and a more favorable mix of margin project work year over year.

## Balance Sheet as of March 31, 2019

At March 31, 2019, cash and cash equivalents totaled \$7.1 million. Working capital was \$12.2 million and current ratio was 1.3 to 1. Total current assets and total assets were \$57.4 million and \$77.0 million, respectively. Total liabilities were \$51.1 million and total equity was \$26.0 million at March 31, 2019.

## About SPAR Group

SPAR Group, Inc. is a diversified international merchandising and marketing services Company and provides a broad array of services worldwide to help companies improve their sales, operating efficiency and profits at retail locations. The Company provides merchandising and other marketing services to manufacturers, distributors and retailers worldwide and coordinates the operations through the use of multi-lingual proprietary technology which drives the logistics, communication and reporting for global operations and customers. SPAR works primarily in mass merchandiser, office supply, value, grocery, drug, independent, convenience, home improvement and electronics stores, as well as providing furniture and other product assembly services, audit services, in-store events, technology services and marketing research. The Company has supplied these project and product services in the United States since certain of its predecessors were formed in 1979 and internationally since the Company acquired its first international subsidiary in Japan in May of 2001. Product services include restocking and adding new products, removing spoiled or outdated products, resetting categories "on the shelf" in accordance with client or store schematics, confirming and replacing shelf tags, setting new sale or promotional product displays and advertising, replenishing kiosks, providing in-store event staffing and providing assembly services in stores, homes and offices. Audit services include price audits, point of sale audits, out of stock audits, intercept surveys and planogram audits. Other merchandising services include whole store or departmental product sets or resets (including new store openings), new product launches, in-store demonstrations, special seasonal or promotional merchandising, focused product support and product recalls. The Company currently does business in ten countries that encompass approximately 50% of the total world population through its operations in the United States, Canada, Japan, South Africa, India, China, Australia, Mexico, Brazil and Turkey. For more information, please visit the SPAR Group's website at <http://www.sparinc.com>.

## Forward-Looking Statements

This Press Release contains and the above referenced recorded comments will contain "forward-looking statements" made by SPAR Group, Inc. ("SGRP", and together with its subsidiaries, the "SPAR Group" or the "Company"), will be filed shortly in a Current Report on Form 10-Q by SGRP with the Securities and Exchange Commission (the "SEC"). There also are "forward looking statements" contained in SGRP's Annual Report on Form 10-K/A for the year ended December 31, 2018 (the "Annual Report"), which was filed by SGRP with the SEC on April 24, 2019, and SGRP's definitive Proxy Statement respecting its Annual Meeting of Stockholders to be held on May 15, 2019 (the "Proxy Statement"), which SGRP filed with the SEC on April 29, 2019, and SGRP's Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and other reports and statements as and when filed with the SEC (including the Annual Report and the Proxy Statement, each a "SEC Report"). "Forward-looking statements" are defined in Section 27A of the Securities Act of 1933, as amended (the "Securities Act") and Section 21E of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and other applicable federal and state securities laws, rules and regulations, as amended (together with the Securities Act and Exchange Act, collectively, "Securities Laws").

The forward-looking statements made by the Company in this Press Release may include (without limitation) any expectations, guidance or other information respecting the pursuit or achievement of the Company's corporate strategic objectives (growth, customer value, employee development, greater productivity & efficiency, and earnings per share), building upon the Company's strong foundation, leveraging compatible global opportunities, growing the Company's client base and contacts, continuing to strengthen the Company's balance sheet, growing revenues and improving profitability through organic growth, new business developments and strategic acquisitions, and continuing to control costs. The Company's forward-looking statements also include, in particular and without limitation, those made in "Business", "Risk Factors", "Legal Proceedings", and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Annual Report. You can identify forward-looking statements in such information by the Company's use of terms such as "may", "will", "expect", "intend", "believe", "estimate", "anticipate", "continue", "plan", "project" or similar words or variations or negatives of those words.

You should carefully consider (and not place undue reliance on) the Company's forward-looking statements, risk factors and the other risks, cautions and information made, contained or noted in or incorporated by reference into this Press Release, the Annual Report, the Proxy Statement and the other applicable SEC Reports that could cause the Company's actual performance or condition (including its assets, business, clients, capital, cash flow, credit, expenses, financial condition, income, liabilities, liquidity, locations, marketing, operations, performance, prospects, sales, strategies, taxation or other achievement, results, risks, trends or condition) to differ materially from the performance or condition planned, intended, anticipated, estimated or otherwise expected by the Company (collectively, "expectations") and described in the information in the Company's forward-looking and other statements, whether express or implied. Although the Company believes them to be reasonable, those expectations involve known and unknown risks, uncertainties and other unpredictable factors (many of which are beyond the Company's control) that could cause those expectations to fail to occur or be realized or such actual performance or condition to be materially and adversely different from the Company's expectations. In addition, new risks and uncertainties arise from time to time, and it is impossible for the Company to predict these matters or how they may arise or affect the Company. Accordingly, the Company cannot assure you that its expectations will be achieved in whole or in part, that the Company has identified all potential risks, or that the Company can successfully avoid or mitigate such risks in whole or in part, any of which could be significant and materially adverse to the Company and the value of your investment in SGRP's Common Stock.

You should carefully review the risk factors described in the Annual Report (See Item 1A – Risk Factors) and any other risks, cautions or information made, contained or noted in or incorporated by reference into the Annual Report, the Proxy Statement or other applicable SEC Report. All forward-looking and other statements or information attributable to the Company or persons acting on its behalf are expressly subject to and qualified by all such risk factors and other risks, cautions and information.

The Company does not intend or promise, and the Company expressly disclaims any obligation, to publicly update or revise any forward-looking statements, risk factors or other risks, cautions or information (in whole or in part), whether as a result of new information, risks or uncertainties, future events or recognition or otherwise, except as and to the extent required by applicable law.

**Company Contact:**

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Chief Financial Officer  
SPAR Group, Inc.  
(914) 332-4100

**Investor Contact:**

Dave Mossberg  
Three Part Advisors  
(817) 310-0051



**SPAR Group, Inc. and Subsidiaries**  
**Consolidated Statements of Income and Comprehensive Income**  
*(In thousands, except share and per share data)*  
(Unaudited)

	Three Months Ended March 31,	
	2019	2018
Net revenues	\$ 57,160	\$ 54,579
Cost of revenues	46,525	44,849
Gross profit	10,635	9,730
Selling, general and administrative expenses	8,394	8,458
Depreciation and amortization	508	542
Operating income	1,733	730
Interest expense	199	199
Other (income), net	(65)	(72)
Income before income tax expense	1,599	603
Income tax expense	558	178
Net income	1,041	425
Net income attributable to non-controlling interest	(422)	(301)
Net income attributable to SPAR Group, Inc.	\$ 619	\$ 124
Basic net income per common share:	\$ 0.03	\$ 0.01
Diluted net income per common share:	\$ 0.03	\$ 0.01
Weighted average common shares – basic	20,777	20,648
Weighted average common shares – diluted	21,051	21,599
Net income	\$ 1,041	\$ 425
Other comprehensive income (loss):		
Foreign currency translation adjustments	108	(30)
Comprehensive income	1,149	395
Comprehensive income attributable to non-controlling interest	(450)	(271)
Comprehensive income attributable to SPAR Group, Inc.	\$ 699	\$ 124

**SPAR Group, Inc. and Subsidiaries**  
**Consolidated Balance Sheets**  
*(In thousands, except share and per share data)*

	<b>March 31, 2019</b>	<b>December 31, 2018</b>
	<b>(Unaudited)</b>	
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 7,090	\$ 7,111
Accounts receivable, net	47,419	46,142
Prepaid expenses and other current assets	2,935	1,879
Total current assets	<u>57,444</u>	<u>55,132</u>
Property and equipment, net	3,030	2,950
Operating lease right-of-use assets	5,328	-
Goodwill	3,787	3,788
Intangible assets, net	3,197	3,332
Deferred income taxes	2,665	2,568
Other assets	1,593	1,325
Total assets	<u>\$ 77,044</u>	<u>\$ 69,095</u>
<b>Liabilities and equity</b>		
Current liabilities:		
Accounts payable	\$ 9,984	\$ 8,668
Accrued expenses and other current liabilities	18,529	18,168
Due to affiliates	4,558	4,645
Customer incentives and deposits	702	620
Lines of credit and short-term loans	10,049	10,414
Current portion of operating lease liabilities	1,400	-
Total current liabilities	<u>45,222</u>	<u>42,515</u>
Operating lease liabilities, less current portion	3,928	-
Long-term debt and other liabilities	1,922	1,806
Total liabilities	<u>51,072</u>	<u>44,321</u>
Equity:		
SPAR Group, Inc. equity		
Preferred stock, \$.01 par value: Authorized and available shares– 2,445,598 Issued and outstanding shares– None – March 31, 2019, and December 31, 2018	-	-
Common stock, \$.01 par value: Authorized shares – 47,000,000 Issued shares – 20,784,483 – March 31, 2019, and December 31, 2018	208	208
Treasury stock, at cost 7,895 shares – March 31, 2019, and December 31, 2018	(8)	(8)
Additional paid-in capital	16,353	16,304
Accumulated other comprehensive loss	(3,540)	(3,638)
Retained earnings	4,033	3,432
Total SPAR Group, Inc. equity	<u>17,046</u>	<u>16,298</u>
Non-controlling interest	8,926	8,476
Total equity	<u>25,972</u>	<u>24,774</u>
Total liabilities and equity	<u>\$ 77,044</u>	<u>\$ 69,095</u>

<b>Reconciliation of Net Income to Adjusted EBITDA</b>		
<b>(unaudited)</b>		
<b>(000's)</b>	<b>Three Months Ended</b>	<b>Three Months Ended</b>
Net income:	<b>31-Mar-19</b>	<b>31-Mar-18</b>
<b>GAAP net income</b>	<b>1,041</b>	<b>425</b>
Income tax expense	9 558	178
<b>Income before income tax expense</b>	<b>1,599</b>	<b>603</b>
Other adjustments	-	-
Interest expense	199	199
Depreciation and amortization	508	542
<b>Adjusted EBITDA</b>	<b>2,306</b>	<b>1,344</b>