

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): April 14, 2020

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:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
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 8.01. Other Events.

SPAR Group, Inc. ("SGRP", the "Corporation" or the "Registrant") has listed its shares of Common Stock (the "SGRP Shares") for trading through the Nasdaq Stock Market LLC ("Nasdaq") under the trading symbol "SGRP" and periodically files reports with the Securities and Exchange Commission ("SEC") respecting SGRP and its consolidated subsidiaries (together with SGRP, "we", "our" or the "Company").

On April 14, 2020, we, SGRP" issued a press release (the "Release") dated April 14, 2020, announcing a Virtual Format and Notice of Adjournment and Change in Location of Special Meeting of Stockholders and Withdrawal of Three Proposals To Be Held On April 30, 2020.

On April 16, 2020, SGRP mailed a notice to its Stockholders of the adjournment and change of location to a virtual format for its Special Meeting to April 30, 2020 ("Notice").

Copies of the Release and Notice are attached to this Current Report on Form 8-K (this "Report") as Exhibit 99.1 and 99.2 respectively and are hereby incorporated herein by reference.

Forward Looking Statements

This Press Release and Notice may contain "forward-looking statements" made by SPAR Group, Inc. ("SGRP", and together with its subsidiaries, the "SPAR Group" or the "Company"), as filed in a Current Report on Form 10-K by SGRP with the Securities and Exchange Commission (the "SEC") on April 14, 2020. There also are "forward looking statements" contained in SGRP's Definitive Proxy Statement and Information Statement on Schedules 14A and 14C, respectively, respecting the unilateral election of Robert G. Brown as a SGRP Director by written consents and SGRP's Special Meeting of Stockholders to held on April 23, 2020 (the "Proxy/Information Statement"), which was filed with the SEC on April 3, 2020, SGRP's Definitive Proxy Statement on Schedule 14A for the registrant's 2020 Annual Meeting of Stockholders scheduled to be held on May 13, 2020 (the "2020 Proxy Statement"), which will be filed shortly with the SEC, SGRP's Annual Report on Form 10-K/A for the year ended December 31, 2018 (the "2018 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 held on May 15, 2019 (the "2019 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 2019 Annual Report, the Proxy/Information Statement, the 2020 Proxy Statement, 2018 Annual Report and the 2019 Proxy Statement, each an "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 2019 Annual Report includes a new Risk Factor respecting the coronavirus: Any outbreaks or rapid spread of such a contagious disease, or the fear of it, could significantly disrupt the retail operations of or the global and domestic supply chains for our customers, and our work for them, and could adversely affect the economies and financial markets of many countries, resulting in an economic downturn that could materially and adversely affect retail business and demand. Any of those events may change or disrupt the needs or demands of the Company's customers and could have a material and adverse effect on the Company or its business, performance or condition. See Risk Factors in the 2019 Annual Report.

The forward-looking statements made by the Company in this Press Release and Notice may include (without limitation) any expectations, guidance or other information respecting the timing of the Special Meeting, the functionality or adequacy of the virtual connections to the Special Meeting, the ability or ease of any stockholder's connection to or participation in the Special Meeting, 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 2019 Annual Report and 2018 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 2019 Annual Report, the 2018 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 2019 Annual Report and 2018 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 2019 Annual Report, the 2018 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.

Item 9.01. Financial Statements and Exhibits.

(a) Exhibits:

99.1 [Press Release of the Registrant dated April 14, 2020 \(as filed herewith\).](#)

99.2 [Notice of Adjournment and Change in Location of Special Meeting of Stockholders of the Registrant dated April 16, 2020 \(as filed herewith\).](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

Date: April 17, 2020

SPAR Group, Inc.

By: _____
 /s/ James R. Segreto
 James R. Segreto, Chief Financial Officer



SPAR Group Announces Virtual Format and Notice of Adjournment and Change in Location of Special Meeting of Stockholders and Withdrawal of Three Proposals To Be Held On April 30, 2020

April 14, 2020

WHITE PLAINS, N.Y., April 14, 2020 (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 that due to the public health impact of the coronavirus (COVID-19) pandemic, the Company has adjourned and changed the location and format of its Special Meeting of Stockholders to a virtual-only format. Stockholders will not be able to attend the Special Meeting in Person.

The Special Meeting of Stockholders of SGRP originally scheduled to be held on April 23, 2020 has been adjourned to April 30, 2020 at 12:00 p.m. Eastern Daylight-Saving Time to a virtual-only format. As described in the proxy materials for the Special Meeting previously distributed, stockholders as of the close of business on February 24, 2020, the record date, are entitled to participate in and vote at the Special Meeting. To be admitted to the Special Meeting at www.meetingcenter.io/225911046, you must enter the control number found on your proxy card, voting instruction form or notice you previously received. The pass word for the meeting is SGRP2020.

On the meeting site you will be able to view the Agenda, Rules of Conduct and Proxy materials.

The meeting's virtual attendance format will provide stockholders the ability to participate and ask questions during the meeting (as noted below). Whether or not they plan to attend the Special Meeting, we urge all stockholders to vote in advance of the meeting by using one of the methods described in the previously distributed proxy materials for the Special Meeting as those proxy materials will not be reissued.

After the business portion of the 2020 Annual Meeting concludes and the meeting is adjourned, we will hold a Q&A session during which we intend to answer all questions submitted during the meeting that are pertinent to the Company and the items being brought before the stockholder vote at the Special Meeting, as time permits and in accordance with our Rules of Conduct for the Special Meeting.

Instruction/Q&A Section

Q: How can I attend the Special Meeting?

A: The Special Meeting will be a completely virtual meeting of stockholders, which will be conducted exclusively by webcast. You are entitled to participate in the Special Meeting only if you were a stockholder of the Company as of the close of business on the Record Date, February 24, 2020, or if you hold a valid proxy for the Special Meeting. No physical meeting will be held.

You will be able to attend the Special Meeting online and submit your questions during the meeting by visiting www.meetingcenter.io/225911046 (the password for the meeting is SGRP2020).

If you hold your shares through an intermediary, such as a bank or broker, you must register in advance using the instructions below.

The online meeting will begin promptly at 12:00 PM (noon), Eastern Time. We encourage you to access the meeting prior to the start time leaving ample time for the check in. Please follow the registration instructions noted below.

Q: How do I register to attend the Special Meeting virtually on the Internet?

A: If you are a registered stockholder (i.e., you hold your shares through our transfer agent, Computershare), you do not need to register to attend the Special Meeting virtually on the Internet. Please visit the meeting at www.meetingcenter.io/225911046 and follow the instructions.

If you hold your shares through an intermediary, such as a bank or broker, you must register in advance to attend the Special Meeting virtually on the Internet.

To register to attend the Special Meeting online by webcast you must submit proof of your proxy power (legal proxy) reflecting your SPAR Group, Inc. holdings along with your name and email address to Computershare. Requests for registration must be labeled as "Legal Proxy" and be received no later than 5:00 p.m., Eastern Time, on April 22, 2020.

You will receive a confirmation of your registration by email after they receive your registration materials. Requests for registration should be directed to us at the following:

By email

Forward the email from your broker, or attach an image of your legal proxy, to legalproxy@computershare.com

By mail

Computershare COMPANY Legal Proxy
P.O. Box 43001 Providence, RI 02940-3001

A notice regarding the change to a virtual meeting is being filed with the Securities and Exchange Commission (the "SEC") together with this press release. Additional information regarding stockholder participation at the Special Meeting is provided in the Notice. To participate, stockholders are encouraged to access the meeting prior to the start time leaving ample time for the check in.

Withdrawal of Three Stockholder Proposals from Special Meeting

At the request of Robert G Brown on behalf of the stockholders who requested the Special Meeting, the following proposals set forth in the Company's proxy materials filed with the SEC on April 3, 2020, will no longer be submitted for a vote by the Company's stockholders at the Special Meeting:

1. To consider and vote on the stockholder proposal to remove Arthur B. Drogue, currently one of five independent directors and Chairman of SGRP, from the Board, without cause, effective immediately;
2. To consider and vote on the stockholder proposal to remove R. Eric McCarthey, currently one of five independent directors of SGRP and Chairman of its Governance Committee (as of 3-1-2020), from the Board, without cause, effective immediately; and
3. To consider and approve the stockholder proposed Amendment No. 1 to SGRP's current By-Laws to reduce the previously agreed upon period of time during which the Board may exclusively fill any vacancies on the Board from 90 days to 30 days.

Accordingly, any votes cast for or against the above-referenced proposals at the Special Meeting will not be counted. Proposals 4, 5, 6 and 7 as set forth in the Company's Proxy Statement/Information Statement filed with the SEC on April 3, 2020 will be voted on by the Company's stockholders at the Special Meeting.

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 projects 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>

Company Contact:

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Investor Contact:

Dave Mossberg
Three Part Advisors
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SPAR GROUP, INC.**NOTICE OF ADJOURNMENT AND CHANGE OF LOCATION OF SPECIAL MEETING OF STOCKHOLDERS
To Be Held On April 30, 2020**

To the Stockholders of SPAR Group, Inc.:

Due to the emerging public health impact of the coronavirus outbreak (COVID-19) and to support the health and well-being of our partners and stockholders, NOTICE IS HEREBY GIVEN that, (1) the location of the Special Meeting of Stockholders (the "Special Meeting") of SPAR Group, Inc. (the "Company" or "SGRP") has been changed such that the Special Meeting will now be held virtually and (2) SGRP's Board of Directors (the "Board") has elected to adjourn the Special Meeting until April 30, 2020 or such later date as determined by the Board and disclosed in future public filings of SGRP with the Securities and Exchange Commission (the "SEC").

As described in the proxy materials for the Special Meeting previously distributed, you are entitled to participate in the Special Meeting if you were a stockholder of record as of the close of business on February 24, 2020, the record date, or hold a legal proxy for the meeting provided by your bank, broker, or nominee. To be admitted to the Special Meeting at www.meetingcenter.io/225911046, you must enter the control number found on your proxy card, voting instruction form or notice you previously received. You may vote during the Special Meeting by following the instructions available on the meeting website during the Special Meeting. Whether or not you plan to attend the Special Meeting, we urge you to vote and submit your proxy in advance of the Special Meeting by one of the methods described in the proxy materials for the Special Meeting. The proxy card included with the proxy materials previously distributed will not be updated to reflect the change in location or to reflect the removal of the matters that will no longer be submitted for a vote by the Company's stockholders (see below) and may continue to be used to vote your shares in connection with the Special Meeting.

At the request of Robert G Brown on behalf of the stockholders who requested the Special Meeting, the following proposals set forth in the Company's proxy materials filed with the SEC on April 3, 2020, will no longer be submitted for a vote by the Company's stockholders at the Special Meeting:

1. To consider and vote on the stockholder proposal to remove Arthur B. Drogue, currently one of five independent directors and Chairman of SGRP, from the Board, without cause, effective immediately;
2. To consider and vote on the stockholder proposal to remove R. Eric McCarthy, currently one of five independent directors of SGRP and Chairman of its Governance Committee (as of 3-1-2020), from the Board, without cause, effective immediately; and
3. To consider and approve the stockholder proposed Amendment No. 1 to SGRP's current By-Laws to reduce the previously agreed upon period of time during which the Board may exclusively fill any vacancies on the Board from 90 days to 30 days.

Accordingly, any votes cast for or against the above-referenced proposals at the Special Meeting will not be counted. Proposals 4, 5, 6 and 7 as set forth in the Company's Proxy Statement/Information Statement filed with the SEC on April 3, 2020 will be voted on by the Company's stockholders at the Special Meeting.

By Order of the Board of Directors,

/s/James R. Segreto

James R. Segreto
Secretary, Treasurer and Chief Financial Officer

April 16, 2020
White Plains, New York

The Special Meeting on April 30, 2020 at 12:00 p.m. Eastern Daylight Saving Time is available at www.meetingcenter.io/225911046. The proxy statement /information statement and Annual Report are available on our Investor Relations website at <https://investors.sparinc.com/sec-filings>.

**Important Notice Regarding the Availability of
Proxy Materials for the Special Meeting of Stockholders
to be held on April 30, 2020**

**Our Proxy Statement/Information Statement and Annual Report on Form 10-K
for the fiscal year ended
December 31, 2019 are available online at:**

<https://investors.sparinc.com/sec-filings>

Additional Information about the Virtual Special Meeting

This Supplement to the Proxy Statement/Information Statement is furnished in connection with the solicitation of proxies by the Board of Directors (the "Board") of **SPAR Group, Inc.**, a Delaware corporation ("SGRP" or the "Corporation", and together with its subsidiaries, the "SPAR" or the "Company"), for use at the Special Meeting of Stockholders originally scheduled to take place on April 23, 2020 and which has been adjourned until Thursday, April 30, 2020, at 12:00 p.m., Eastern Time or such later date as determined by the Board and disclosed in SGRP's future Securities and Exchange Commission ("SEC") filings (the "Special Meeting"), and any further adjournment or postponement thereof. The Proxy Statement/Information Statement and the form of proxy to be utilized at the Special Meeting were first mailed or delivered to the stockholders of SGRP on or about April 3, 2020, as filed on April 3, 2020 with the SEC.

Novel Coronavirus (COVID-19) Outbreak:

In compliance with the orders of the Governor of the State of New York as a result of the Novel Coronavirus (COVID-19) outbreak, the stockholders of SGRP will NOT be permitted to attend the Special Meeting in person, but they will still be able to attend by proxy or vote electronically as described in this Supplement to the Proxy/Information Statement. You will be able to attend and participate in the Special Meeting online, vote your shares electronically and submit your questions prior to and during the meeting by visiting: www.meetingcenter.io/225911046 at the meeting date and time described in the accompanying proxy statement/information statement. The password for the meeting is SGRP2020. There is no physical location for the Special Meeting.

Removal of Certain Proposals to be Voted Upon at the Special Meeting

At the request of Robert G Brown on behalf of the stockholders who requested the Special Meeting, the following proposals set forth in the Company's proxy materials filed with the SEC on April 3, 2020, will no longer be submitted for a vote by the Company's stockholders at the Special Meeting:

1. To consider and vote on the stockholder proposal to remove Arthur B. Drogue, currently one of five independent directors and Chairman of SGRP, from the Board, without cause, effective immediately;
2. To consider and vote on the stockholder proposal to remove R. Eric McCarthy, currently one of five independent directors of SGRP and Chairman of its Governance Committee (as of 3-1-2020), from the Board, without cause, effective immediately; and
3. To consider and approve the stockholder proposed Amendment No. 1 to SGRP's current By-Laws to reduce the previously agreed upon period of time during which the Board may exclusively fill any vacancies on the Board from 90 days to 30 days.

Accordingly, any votes cast for or against the above-referenced proposals at the Special Meeting will not be counted. Proposals 4, 5, 6 and 7 as set forth in the Company's Proxy Statement/Information Statement filed with the SEC on April 3, 2020 will be voted on by the Company's stockholders at the Special Meeting.

Instruction/Q&A

Further details and frequently asked questions regarding the Special Meeting are available on the Company's Investor Relations website at <https://investors.sparinc.com/>.
