

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) November 21, 2007

SPAR Group, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

0-27824  
(Commission  
File No.)

33-0684451  
(IRS Employer  
Identification No.)

555 White Plains Road, Suite 250, Tarrytown, New York  
(Address of Principal Executive Offices)

10591  
(Zip Code)

Registrant's telephone number, including area code: (914) 332-4100

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

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))
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**Item 3.01 - Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing**

SPAR Group, Inc. (the "Corporation") received notices of non-compliance with certain standards for continued listing on the Nasdaq Capital Market on November 21, 2007, and November 26, 2007, from the staff of the Listing Qualifications Department of The NASDAQ Stock Market (the "Nasdaq Staff").

Based upon a review of the Corporation's Form 10-Q for the quarter ended September 30, 2007, the Nasdaq Staff determined that the Corporation no longer satisfies Marketplace Rule 4310(c)(3) requiring either (a) a minimum of \$2.5 million of stockholder equity, (b) the \$35.0 million market value of listed securities, or (c) \$500,000 of net income from continuing operations for the most recently completed fiscal year or two of the three most recently completed fiscal years. As a result of the noncompliance, the Nasdaq Staff is reviewing the Corporation's eligibility for continued listing on The Nasdaq Capital Market. To facilitate this review, the Corporation must provide a specific plan to achieve and sustain compliance with all The Nasdaq Capital Market listing requirements, including the time frame for completion of the plan, by December 6, 2007 (unless an extension is granted by the Nasdaq Staff). In the event the Nasdaq Staff determines that the Corporation's plan does not adequately address the issues noted, the Corporation's securities will be delisted. The Corporation would then have the ability to appeal the Nasdaq Staff's decision to the Nasdaq Listing Qualifications Panel (the "Panel").

In addition, the Nasdaq Staff determined that for 30 consecutive business days preceding its notice, the bid price of the Corporation's common stock has closed below the minimum \$1.00 per share requirement for continued inclusion under Marketplace Rule 4310(c)(4) (the "Bid Price Rule"). Accordingly, the Corporation has been granted 180 calendar days, or until May 27, 2008, to regain compliance. If at any time before May 27, 2008, the bid price of the Corporation's common stock closes at \$1.00 per share or more for a minimum of 10 consecutive business days, the Nasdaq Staff will provide written notification to the Corporation of its compliance with the Bid Price Rule. Unless the Corporation is eligible for an additional 180 calendar day compliance period, failure to comply by May 27, 2008, will result in a delisting of the Corporation's securities. The Corporation would then have the ability to appeal the Nasdaq Staff's decision to the Panel.

The Corporation issued a press release on November 28, 2007 respecting the above as required by Nasdaq. A copy of the press release is attached as Exhibit 99.1 to this report on Form 8-K and incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

99.1 - Press release issued by the Corporation dated November 28, 2007.

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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.

SPAR GROUP, INC.

Date: November 28, 2007

By: /s/ Charles Cimitile  
Charles Cimitile  
Chief Financial Officer

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**Exhibit Index**

<u>Exhibit No.</u>	<u>Description</u>
99.1	<a href="#">Press Release dated November 28, 2007</a>



PondelWilkinson

Investor Relations  
Corporate/Financial Communications

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## NEWS RELEASE

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### SPAR GROUP REPORTS NOTIFICATION FROM NASDAQ

**TARRYTOWN, NY — November 28, 2007** — SPAR Group, Inc. (NASDAQ:SGRP) said today it has received notification from Nasdaq that the company is no longer in compliance with certain requirements for continued listing on The Nasdaq Capital Market.

On November 21, 2007, Nasdaq advised the company that it is no longer in compliance with Marketplace Rule 4310(c)(3), which requires the company to have a minimum of \$2,500,000 in stockholders' equity or \$35,000,000 market value of listed securities or \$500,000 of net income from continuing operations for the most recently completed fiscal year, or two of the three most recently completed fiscal years, and that as a result of the non-compliance, Nasdaq is reviewing the company's eligibility for continued listing on The Nasdaq Capital Market.

In addition, on November 26, 2007, Nasdaq advised the company that for the preceding 30 business days, the bid price of the company's common stock had closed below the minimum \$1.00 per share requirement for continued listing on The Nasdaq Capital Market

*Los Angeles  
New York  
Boston  
Portland*

-more-

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under Marketplace Rule 4310(c)(4). Therefore, in accordance with Marketplace Rule 4310(c)(8)(D), the company will be provided 180 calendar days, or until May 27, 2008, to regain compliance. If at any time before May 27, 2008, the bid price of the company's common stock closes at \$1.00 per share or more for a *minimum* of 10 consecutive business days, Nasdaq staff will provide written notification that it complies with the rule.

The Nasdaq letters do not affect the listing of the company's securities at this time, and SPAR Group shares will continue to trade on The Nasdaq Capital Market under the symbol, SGRP.

**About SPAR Group**

SPAR Group, Inc. is a diversified international marketing services company, providing a broad array of services to help companies improve their sales, operating efficiency and profits at retail worldwide. The company provides in-store merchandising, in-store event staffing, RFID and other technology, as well as research, to manufacturers and retailers covering all product classifications and all classes of trade, including mass market, drug store, convenience store and grocery chains, throughout the United States and internationally.

*Certain statements in this news release are forward-looking, including, but not limited to, the selection and or potential success or effect of corrective measures the company may take to gain compliance with NASDAQ'S listing requirements. There can be no assurance that any such measures will be successful or effective. The company's actual results, performance and trends could differ materially from those indicated or implied by such requirements or statements as a result of various factors, including (without limitation) availability and terms of additional equity (if any), the continued strengthening of SPAR Group's selling and marketing functions, continued customer satisfaction and contract renewal, new product development, continued availability of capable dedicated personnel, continued cost management, the success of its international efforts, success and availability of acquisitions, availability of financing and other factors, as well as by factors applicable to most companies such as general economic, competitive and other business and civil conditions. Information regarding certain of these and other factors that could affect future results, performance or trends are discussed in SPAR Group's annual report on Form 10-K as amended, quarterly reports on Form 10-Q, and other filings made with the Securities and Exchange Commission from time to time.*

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