

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 28, 2010

**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.)

560 White Plains Road, Suite 210, 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))

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

On April 28, 2010, **SPAR Group, Inc.** (the "SGRP" or "Registrant"), received a notification letter (the "Nasdaq Letter") from the Nasdaq Stock Market, Inc. ("Nasdaq"), stating that SGRP is no longer in compliance with certain requirements for continued listing on The NASDAQ Capital Market. The Nasdaq Letter stated SGRP has failed to maintain a minimum closing bid price of \$1.00 per share for its shares of its Common Stock for the prior 30 consecutive business days as required by NASDAQ Stock Market Listing Rule 5550(a)(2) (the "Bid Price Rule"). The letter provides that SGRP has until October 25, 2010, as a grace period to regain compliance with the Bid Price Rule by maintaining a closing bid price of \$1.00 per share for a minimum of ten consecutive business days. If at any time during the grace period the bid price of SGRP's Common Stock closes at \$1.00 per share or more for a *minimum* of ten consecutive business days, Nasdaq will provide SGRP with written confirmation of compliance and the matter will be closed.

In the event SGRP does not regain compliance with the Rule prior to the expiration of the grace period, it will receive written notification that its securities are subject to delisting. Alternatively, SGRP may be eligible for an additional grace period if it meets the initial listing standards, with the exception of bid price, for The NASDAQ Capital Market. If it meets the initial listing criteria, Staff will notify SGRP that it has been granted an additional 180 calendar day compliance period.

The NASDAQ Letter does not affect the listing of SGRP's Common Stock at this time, and those shares will continue to trade on The NASDAQ Capital Market under the symbol "SGRP".

A copy of the full Nasdaq Letter is attached as Exhibit 99.1 to this Current Report on Form 8-K (this "Report").

**Forward Looking Statements**

Statements contained in this Report and the attached Releases include "forward-looking statements" within the meaning of Section 27A of the Securities Act, and Section 21E of the Exchange Act, including (without limitation) any statements relating to expected business, prospective customers or markets, trends, acquisitions, strategies and updates. Forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause the Registrant's actual achievements, business, performance, prospects and results, whether expressed or implied by such forward-looking statements, to fail to occur or be realized or to be less than expected. Such forward-looking statements generally are based upon the Registrant's plans, intentions and best estimates of the Registrant's current and accounts, assets, business, cash flow, credit, expenses, financial condition, growth, income, liabilities, operations, prospects, reputation, taxation or other results or condition (collectively, the Registrant's "Condition and Results"). Forward-looking statements may be identified by the use of forward-looking terminology such as "may", "will", "expect", "intend", "believe", "estimate", "anticipate", "continue" or similar words or variations or the negative of those words.

You should carefully review and consider all forward-looking and other information contained in this Report and the Registrant's annual and quarterly reports and other filings with the SEC (and available at [sparinc.com](http://sparinc.com)), including (without limitation) the risk factors and other cautionary statements contained in such annual and quarterly reports. All forward-looking and other statements attributable to the Registrant or persons acting on its behalf are expressly qualified by all such risk factors and other cautionary statements, which could cause the Registrant's actual Condition and Results to differ materially from those estimated or desired and included in the Registrant's forward-looking statements or other information. Although the Registrant believes that its plans, intentions and estimates reflected or implied in such forward-looking statements are reasonable, the Registrant cannot assure that such plans, intentions or 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.

You should not place undue reliance on the Registrant's forward-looking statements because the matters they describe are subject to known and unknown risks, uncertainties and other unpredictable factors, many of which are beyond its control. The Registrant's forward-looking statements are based on the information currently available to it and speak only as of the date on the cover of this Annual Report. New risks and uncertainties arise from time to time, and it is impossible for the Registrant to predict these matters or how they may arise or affect the Registrant. Over time, the Registrant's actual business, income, growth or other Condition and Results will likely differ from our estimated or desired Condition and Results that are expressed or implied by the Registrant's forward-looking statements, and such difference might be significant and materially and adversely affect the Registrant, its business, income, growth or other Condition and Results or the value of your investment in the Registrant's Common Stock.

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The Registrant does not intend or promise, and the Registrant expressly disclaims any obligation, to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as and to the extent required by applicable law.

Item 9.01. Financial Statements and Exhibits.

(a) Exhibits:

99.1 Letter to SPAR Group, Inc., from the Nasdaq Stock Market, Inc., dated April 28, 2010 (as filed herewith).

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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: May 3, 2010

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

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EXHIBIT INDEX

Exhibit  
Number

Description

[99.1](#)

[Letter to SPAR Group, Inc., from the Nasdaq Stock Market, Inc., dated April 28, 2010.](#)

## NASDAQ Notification Letter



THE NASDAQ STOCK MARKET  
8800 BLACKWELL ROAD  
ROCKVILLE, MD 20850

*Sent via Electronic Delivery to: [jsegreto@sparinc.com](mailto:jsegreto@sparinc.com); [mpedalino@sparinc.com](mailto:mpedalino@sparinc.com)*

April 28, 2010

Mr. James R. Segreto  
Chief Financial Officer, Treasurer and Secretary  
SPAR Group, Inc.  
560 White Plains Road, Suite 210  
Tarrytown, NY 10591

Re: SPAR Group, Inc. (the "Company")  
Nasdaq Security: Common Stock  
Nasdaq Symbol: SGRP

Dear Mr. Segreto:

As we discussed, our Listing Rules (the "Rules") require listed securities to maintain a minimum bid price of \$1.00 per share. Based upon the closing bid price for the last 30 consecutive business days, the Company no longer meets this requirement.<sup>1</sup> Consequently, a deficiency exists with regard to the Rule. However, the Rules also provide the Company a grace period of 180 calendar days in which to regain compliance. The following table summarizes the critical dates and information as related to this matter.

Period below \$1.00 bid price	Expiration of 180 calendar day grace period	Public Announcement Due Date	Relevant Listing Rules
March 15, 2010 to April 27, 2010	October 25, 2010	May 4, 2010	5550(a)(2) – bid price 5810(c)(3)(A) – grace period 5810(b) – public disclosure 5505 – Capital Market criteria

If at anytime during this grace period the bid price of the Company's security closes at \$1.00 per share or more for a *minimum* of ten consecutive business days, we will provide you written confirmation of compliance and this matter will be closed.

In the event the Company does not regain compliance with the Rule prior to the expiration of the grace period, it will receive written notification that its securities are subject to delisting.<sup>2</sup> Alternatively, the Company may be eligible for an additional grace period if it meets the initial listing standards, with the exception of bid price, for The Nasdaq Capital Market. If it meets the initial listing criteria, Staff will notify the Company that it has been granted an additional 180 calendar day compliance period.

<sup>1</sup> For online access to all Nasdaq Rules, please see "Nasdaq Reference Links," included with this letter.

<sup>2</sup> At that time, the Company may appeal the delisting determination to a Hearings Panel.



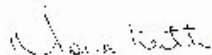
Mr. James R. Segreto  
April 28, 2010  
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Our Rules require that the Company promptly disclose receipt of this letter by either filing a Form 8-K, where required by SEC rules, or by issuing a press release. The announcement needs to be made no later than four business days from the date of this letter and must include the continued listing criteria that the Company does not meet.<sup>3</sup> The Company must also provide a copy of the announcement to Nasdaq's MarketWatch Department at least 10 minutes prior to its public release.<sup>4</sup> For your convenience attached is a list of news services. Please note that if you do not make the required announcement trading in your securities will be halted.<sup>5</sup>

Finally, an indicator will be displayed with quotation information related to the Company's securities on NASDAQ.com and NASDAQTrader.com and may be displayed by other third party providers of market data information. Also, a list of all non-compliant Nasdaq companies and the basis for such non-compliance is posted on our website at [www.nasdaq.com](http://www.nasdaq.com). The Company will be included in this list commencing five business days from the date of this letter.

If you have any questions, please do not hesitate to contact me at +1 301 978 8052.

Sincerely,



Moira Keith  
Lead Analyst  
Nasdaq Listing Qualifications

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<sup>3</sup> Listing Rule 5810(b).

<sup>4</sup> The notice must be submitted to Nasdaq's MarketWatch Department through the Electronic Disclosure service available at [www.NASDAQ.net](http://www.NASDAQ.net).

<sup>5</sup> Listing Rule IM-5810-1.



### NASDAQ REFERENCE LINKS

Topic	Description	Link
NASDAQ Listing Rules	All initial and continued listing rules	<a href="#">NASDAQ Listing Rules</a>
Corporate Governance	Independent directors, committee requirements and shareholder approval	<a href="http://www.nasdaq.com/about/FAQsCorpGov.stm">www.nasdaq.com/about/FAQsCorpGov.stm</a>
Fees	Fee schedule	<a href="http://www.nasdaq.com/about/FAQsFees.stm">www.nasdaq.com/about/FAQsFees.stm</a>
Frequently Asked Questions (FAQs)	Topics related to initial and continued listing	<a href="http://www.nasdaq.com/about/LegalComplianceFAQs.stm">www.nasdaq.com/about/LegalComplianceFAQs.stm</a>
Hearing Requests & Process	Discussion of the Nasdaq Hearings process	<a href="http://www.nasdaq.com/about/FAQsHearings.stm">www.nasdaq.com/about/FAQsHearings.stm</a>
Listing of Additional Shares (LAS)	Explanation of Nasdaq's Listing of Additional Shares process	<a href="http://www.nasdaq.com/about/FAQsLAS.stm">www.nasdaq.com/about/FAQsLAS.stm</a>
Transfer to the Nasdaq Capital Market	Procedures and application to transfer securities to the Nasdaq Capital Market	<a href="http://www.nasdaq.com/about/FAQsPhaseDown.stm">www.nasdaq.com/about/FAQsPhaseDown.stm</a>

### DIRECTORY OF NEWS SERVICES\*

The use of any of these services will satisfy NASDAQ's listing rules that require the disclosure of specific information in a press release or public announcement. The Company must ensure that the full text of the required announcement is disseminated publicly. The Company has not satisfied this requirement if the announcement is published as a headline only or if the news service determines not to publish the full text of the story.

News Service	Internet Address	Telephone Number
Bloomberg Business News	<a href="http://www.bloomberg.com">www.bloomberg.com</a>	Toll free: 800 444 2090 Phone: 609 750 4500
Business Wire	<a href="http://www.businesswire.com">www.businesswire.com</a>	Toll free: 800 227 0845 Phone: 415 986 4422
Dow Jones News Wire	<a href="http://www.djnewswires.com">www.djnewswires.com</a>	Phone: 201 938 5400
GlobeNewswire (A NASDAQ OMX Co.)	<a href="http://www.globenewswire.com">www.globenewswire.com</a>	Toll free: 800 307 6627 Phone: 310 642 6930
MarketWire	<a href="http://www.marketwire.com">www.marketwire.com</a>	Toll free: 800 774 9473 Phone: 310 765 3200
PR Newswire	<a href="http://www.prnewswire.com">www.prnewswire.com</a>	Toll free: 800 832 5522 Phone: 201 360 6700
Reuters	<a href="http://www.thomsonreuters.com">www.thomsonreuters.com</a>	Phone: 646 223 6000

\* Nasdaq cannot render advice to the Company with respect to the format or content of the public announcement. The following is provided only as a guide that should be modified following consultation with securities counsel: the Company received a Nasdaq Staff Deficiency Letter on (DATE OF RECEIPT OF STAFF DEFICIENCY LETTER) indicating that the Company fails to comply with the (STOCKHOLDERS' EQUITY, MINIMUM BID PRICE, MARKET VALUE OF PUBLICLY HELD SHARES, etc.) requirement(s) for continued listing set forth in Listing Rule(s) \_\_\_\_\_.