

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

1. Name and Address of Reporting Person* <u>BROWN ROBERT G/</u>  (Last) (First) (Middle)  <u>C/O SPAR GROUP, INC.</u> <u>1910 OPDYKE COURT</u>  (Street) <u>AUBURN HILLS MI 48326</u>  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>SPAR Group, Inc. [ SGRP ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>05/30/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year) <u>02/07/2023</u>	
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price				
Common Stock, \$.01 par value <sup>(1)</sup>	05/30/2022		M		77,231	A	(2)	2,868,849	D		
Common Stock, \$.01 par value <sup>(1)</sup>	05/30/2022		M		820,538	A	(2)	1,270,538	I	By SPAR Business Services, Inc. (SBS). <sup>(3)</sup>	
Common Stock, \$.01 par value <sup>(1)</sup>								3,000,000	I	By Innovative Global Technologies LLC. <sup>(4)</sup>	
Common Stock, \$.01 par value <sup>(1)</sup>	05/30/2022		M		51,563	A	(2)	2,920,412	D		

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series B Preferred Stock, \$.01 par value	(5)	05/30/2022		M		51,487		(6)	(7)	Series B Preferred Stock, \$.01 par value	51,487	\$0	548,513 <sup>(2)(8)</sup>	D <sup>(5)</sup>	
Series B Preferred Stock, \$.01 par value <sup>(1)</sup>	(5)	05/30/2022		M		547,025		(6)	(7)	Series B Preferred Stock, \$.01 par value	547,025	\$0	0	I <sup>(5)</sup>	By SPAR Business Services, Inc. (SBS). <sup>(3)</sup>
Series B Preferred Stock, \$.01 par value	(5)	05/30/2022		M		0 <sup>(9)</sup>		(6)	(7)	Series B Preferred Stock, \$.01 par value	0	\$0	548,513	D <sup>(5)</sup>	
Series B Preferred Stock, \$.01 par value	(5)	05/30/2022		M		34,375 <sup>(10)</sup>		(6)	(7)	Series B Preferred Stock, \$.01 par value	34,375	\$0	514,138	D <sup>(5)</sup>	

**Explanation of Responses:**

- For purposes of clarity, this amended Form 4/A restates, in its entirety, the original Form 4, filed on February 7, 2023 to report transactions occurring on May 30, 2022. No change is being made to the information shown in this row.
- Acquisition of Common Stock from SPAR Group, Inc. (the "Issuer"), as a result of the vesting and conversion of the convertible preferred shares received from the Issuer pursuant to Change in Control, Voting and Restricted Stock Agreement, by and among the Issuer, Robert G. Brown, William H. Bartels and others, as reported in the Issuer's Current Report on Form 8-K filed January 28, 2022 (the "Change in Control Agreement").
- Robert G. Brown is the controlling officer/director and a significant stockholder of SPAR Business Services, Inc. (SBS).
- Robert G. Brown is a Manager of Innovative Global Technologies LLC.
- Series B Preferred Stock are automatically convertible into the Common Stock on a 1 for 1.5 basis upon vesting.
- Vests according to schedule in Change in Control, Voting and Restricted Stock Agreement, by and among SPAR Group, Inc., Robert G. Brown, William H. Bartels and others, as reported in SPAR Group, Inc.'s Current Report on Form 8-K filed January 28, 2022.
- Not applicable.
- This Form 4, originally filed on February 7, 2023 to report transactions occurring on May 30, 2022, is amended to correct a mathematical error that understated the number of securities beneficially owned

following the first reported transaction in Table II in Box 9 thereof by 52,975 shares. This error resulted in the number of securities reported as beneficially owned in subsequent Forms 4 being understated by the same number.

9. For purposes of clarity, the number of derivative securities acquired in Box 5 has been reduced to 0 to correct an error in the original Form 4, filed on February 7, 2023 to report transactions occurring on May 30, 2022, which incorrectly reported an acquisition of 34,375 shares of Series B Preferred Stock.

10. This Form 4, originally filed on February 7, 2023 to report transactions occurring on May 30, 2022, is amended to eliminate the acquisition of 34,375 shares of Series B Preferred Stock that was incorrectly reported as the third reported transaction in Table II and to make a corresponding correction in the number of securities beneficially owned following the reported transactions in Box 9. The Issuer, Robert G. Brown ("Brown") and William H. Bartels amended the original vesting schedule pursuant to the Change in Control Agreement, whereby Brown vested early in 34,375 shares, and such amount was subtracted from future vesting dates. Box 9 of line 3 of the original filing incorrectly reported the accelerated vesting of the 34,375 shares as an acquisition. This error resulted in the number of securities reported as beneficially owned in subsequent Forms 4 being overstated by 34,375 shares.

/s/ Robert G. Brown

03/06/2024

\*\* Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**