

# SPAR GROUP INC

## FORM 10-K (Annual Report)

Filed 03/30/16 for the Period Ending 12/31/15

Address	333 WESTCHESTER AVE SUITE 204 WHITE PLAINS, NY 10604
Telephone	914-332-4100
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Symbol	SGRP
SIC Code	7389 - Business Services, Not Elsewhere Classified
Industry	Advertising
Sector	Services
Fiscal Year	12/31

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 10-K**

**(Mark One)**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the fiscal year ended **December 31, 2015**

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934 for the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission file number 0-27824

**SPAR GROUP, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**

(State or other jurisdiction of incorporation or organization)

**33-0684451**

(I.R.S. Employer Identification No.)

**333 Westchester Avenue, Suite 204, White Plains, New York**

(Address of principal executive offices)

**10604**

(Zip Code)

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

Securities registered pursuant to Section 12(b) of the Act: Common Stock, par value \$.01 per share

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. YES  NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. YES  NO

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding twelve months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. YES  NO

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K .

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. (See definition of "large accelerated filer", "accelerated filer", and "smaller reporting company" in Rule 12b-2 of the Exchange Act.) (Check one):

Large Accelerated Filer  Accelerated Filer

Non-Accelerated Filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.) YES  NO

The aggregate market value of the Common Stock of the Registrant held by non-affiliates of the Registrant on June 30, 2015, based on the closing price of the Common Stock as reported by the Nasdaq Capital Market on such date, was approximately \$1.30.

The number of shares of the Registrant's Common Stock outstanding as of March 25, 2016, was 20,564,347 shares.

**DOCUMENTS INCORPORATED BY REFERENCE**

Portions of the Registrant's definitive proxy statement, which will be filed with the Securities and Exchange Commission pursuant to Regulation 14A not later than 120 days after the end of our fiscal year, for our Annual Meeting of Stockholders, presently scheduled to be held on May 19, 2016, are incorporated by reference into Part III of this Form 10-K.

**SPAR GROUP, INC.**

**ANNUAL REPORT ON FORM 10-K**

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## PART I

*This Annual Report on Form 10-K for the year ended December 31, 2015 (this "Annual Report"), contains "forward-looking statements" made by SPAR Group, Inc. ("SGRP", and together with its subsidiaries, the "SPAR Group" or the "Company") and was filed on March 30, 2016, by SGRP with the Securities and Exchange Commission (the "SEC"). There also are "forward looking statements" contained in SGRP's definitive Proxy Statement respecting its Annual Meeting of Stockholders to be held on or about May 19, 2016 (the "Proxy Statement"), which SGRP expects to file with the SEC on or about April 25, 2016, 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 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 Annual Report may include (without limitation) any expectations, guidance or other information respecting the pursuit or achievement of the Company's five corporate objectives (growth, customer value, employee development, productivity & efficiency, and earnings per share), building upon the Company's strong foundation, leveraging compatible global opportunities, improving on the value we already deliver to customers, our growing client base, continuing balance sheet strength, customer contract expansion, growing revenues and becoming profitable through organic growth and acquisitions, attracting new business that will increase SPAR Group's revenues, improving product mix, continuing to maintain or reduce costs and consummating any transactions. The Company's forward-looking statements also include, in particular and without limitation, those made in "Business", "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this 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" 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 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, 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 the Company's Common Stock.*

*You should carefully review the risk factors described in this Annual Report (See Item 1A – Risk Factors) and any other risks, cautions or information made, contained or noted in or incorporated by reference into this 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 1. Business

### **THE COMPANY'S BUSINESS GENERALLY**

SPAR Group, Inc. ("SGRP"), and its subsidiaries (together with SGRP, the "SPAR Group" or the "Company"), 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 its merchandising and other marketing services to manufacturers, distributors and retailers worldwide, primarily in mass merchandisers, office supply, grocery, drug store, dollar, independent, convenience, toy, home improvement and electronics stores. The Company also provides furniture and other product assembly services in stores, homes and offices. The Company has supplied these 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. The Company currently does business in 9 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 and Turkey.

Merchandising services primarily consist of regularly scheduled, special project and other product services provided at store level, and the Company may be engaged by either the retailer or the manufacturer. Those services may 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, demonstrating or promoting a product, providing on-site audit and in-store event staffing services and providing product assembly services in stores, homes and offices. Other merchandising services include whole store or departmental product sets or resets, including new store openings, new product launches and in-store demonstrations, special seasonal or promotional merchandising, focused product support and product recalls. The Company continues to seek to expand its merchandising, assembly and marketing services business throughout the world.

#### ***An Overview of the Merchandising and Marketing Services Industry***

The merchandising and marketing services industry includes manufacturers, retailers, brokers, distributors and professional service merchandising companies. Merchandising services primarily involve placing orders, shelf maintenance, display placement, reconfiguring products on store shelves and replenishing product inventory. Additional marketing services include but are not limited to new store sets and remodels, audits, sales assist, installation and assembly, product demos/sampling, promotion and various others. The Company believes that merchandising and marketing services add value to retailers, manufacturers and other businesses and enhance sales by making a product more visible and more available to consumers.

The primary place to carry out merchandising continues to be in physical retail outlets. According to a 2015 Frost & Sullivan report, by 2025 physical stores will still represent 81% of \$23 trillion in global retail sales, which translates to \$7 trillion in dollar growth over the next 10-year period.

Historically, retailers staffed their stores as needed to provide these services to ensure that manufacturers' inventory levels, the advantageous display of new items on shelves, and the maintenance of shelf schematics and product placement were properly merchandised. However retailers, in an effort to improve their margins, have decreased their own store personnel and increased their reliance on manufacturers to perform such services. At one time, manufacturers attempted to satisfy the need for merchandising and marketing services in retail stores by utilizing their own sales representatives. Additionally, retailers also used their own employees to merchandise their stores to satisfy their own merchandising needs. However, both manufacturers and retailers discovered that using their own sales representatives and employees for this purpose was expensive and inefficient. In addition, the changing retail environment, driven by the rise of digital and mobile technology, is fostering even more challenges to the labor model of retailers and manufacturers. These challenges include increased consumer demand for more interaction and engagement with retail sales associates, stores remodels to accommodate more technology, installation and continual maintenance of in-store digital and mobile technology, in-store pick-up and fulfillment of online orders and increased inventory management to reduce out-of-stocks from omnichannel shopping.

Most manufacturers and retailers have been, and SPAR Group believes they will continue, outsourcing their merchandising and marketing service needs to third parties capable of operating at a lower cost by (among other things) serving multiple manufacturers simultaneously. The Company also believes that it is well positioned, as a domestic and international merchandising and marketing services company, to provide these services to retailers, manufacturers and other businesses around the world more effectively and efficiently than other available alternatives.

Another significant trend impacting the merchandising and marketing services business is the continued preference of consumers to shop in stores and their tendency to make product purchase decisions once inside the store. Accordingly, merchandising and marketing services and in-store product promotions have proliferated and diversified. Retailers are continually re-merchandising and re-modeling entire departments and stores in an effort to respond to new product developments and changes in consumer preferences. We estimate that these activities have increased in frequency over the last few years. Both retailers and manufacturers are seeking third party merchandisers to help them meet the increased demand for these labor-intensive services.

In addition, the consolidation of many retailers and changing store formats have created opportunities for third party merchandisers when an acquired retailer's stores are converted to the look and format of the acquiring retailer. In many of those cases, stores are completely remodeled and re-merchandised to implement the new store formats.

SPAR Group believes the current trend in business toward globalization fits well with its expansion model. As companies expand into foreign markets they will need assistance in merchandising or marketing their products. As evidenced in the United States, retailer and manufacturer sponsored merchandising and marketing programs are both expensive and inefficient. The Company also believes that the difficulties encountered by these programs are only exacerbated by the logistics of operating in foreign markets. This environment has created an opportunity for the Company to exploit its global Internet and data network based technology (through computers or mobile devices) and its business model worldwide.

***The Company's Domestic and International Segments:***

In order to cultivate and expand the Company's merchandising and marketing services businesses in both domestic and foreign markets and ensure a consistent approach to those businesses worldwide, the Company has historically divided its world focus into two geographic areas, the United States, which is the sales territory for its Domestic Division, and international ( *i.e.*, all locations outside the United States), which are the sales territories for its International Division. To that end, the Company also (1) provides to all of its locations its proprietary Internet, digital and mobile based operating, scheduling, tracking and reporting systems (including language translations, ongoing client and financial reports and ongoing IT support), (2) provides and requires all of its locations to comply with the Company's financial reporting and disclosure controls and procedures, ethics code and other policies, (3) provides accounting and auditing support and tracks and reports certain financial and other information separately for those two divisions, and (4) has management teams in its corporate offices responsible for supporting and monitoring the management, sales, marketing and operations of each of the Company's international subsidiaries and maintaining consistency with the Company's other subsidiaries worldwide.

Each of the Company's divisions provides merchandising and other marketing services primarily on behalf of consumer product manufacturers, distributors and retailers at mass merchandisers, office supply, grocery, drug store, dollar, independent, convenience, toy, home improvement and electronics stores in their respective territories. SPAR Group's clients include the makers and distributors of general merchandise, health and beauty care, consumer goods, home improvement, home entertainment, and food products in their respective territories.

SPAR Group has provided merchandising and other marketing services in the United States since the formation of its predecessor in 1979 and outside the United States since it acquired its first international subsidiary in Japan in May of 2001. The Company currently conducts its business through its domestic and international divisions in 9 territories around the world (listed in the table below) that encompass approximately 50% of the total world population.

The Company's international business, in each territory outside the United States, is conducted through a foreign subsidiary incorporated in its primary territory. The primary territory establishment date (which may include predecessors), the percentage of the Company's equity ownership, and the principal office location for its US (domestic) subsidiaries and each of its foreign (international) subsidiaries is as follows:

Primary Territory	Date Established	SGRP Percentage Ownership		Principal Office Location
United States of America	1979	100	%	White Plains, New York, United States of America
Japan	May 2001	100	%	Tokyo, Japan
Canada	June 2003	100	%	Toronto, Canada
South Africa	April 2004	51	%	Durban, South Africa
India	April 2004	51	%	New Delhi, India
Australia	April 2006	51	%	Melbourne, Australia
China	March 2010	51%	<sup>1</sup>	Shanghai, China
Mexico	August 2011	51	%	Mexico City, Mexico
Turkey	November 2011	51	%	Istanbul, Turkey

1 In August 2014, the Company, through its subsidiary in Hong Kong, SPAR China Ltd., in conjunction with its minority partner in SPAR Shanghai, purchased certain business assets, fixed assets and merchandising teams of three companies in China (collectively Unilink). As consideration for the purchase, Unilink was paid in cash and 20% ownership in SPAR Shanghai. SGRP's ownership interest in SPAR Shanghai remained at 51%.

### ***Financial Information about the Company's Domestic and International Segments***

The Company provides similar merchandising and marketing services throughout the world, operating within two reportable segments, its Domestic and International Divisions (as described above). The Company tracks and reports certain financial information separately for these two segments using the same metrics. The primary measurement utilized by management is operating profit level, historically the key indicator of long-term growth and profitability, as the Company is focused on reinvesting the operating profits of each of its international subsidiaries back into local markets in an effort to improve its market share and continued expansion efforts. Certain financial information regarding each of the Company's two segments, which includes their respective net revenues and operating income for each of the years ended December 31, 2015 and 2014, and their respective assets as of December 31, 2015 and 2014, is provided in Note 12 to the Company's Consolidated Financial Statements – *Segment Information* .

### **THE COMPANY'S BUSINESS STRATEGIES**

As the marketing services industry continues to expand both in the United States and internationally, many large retailers and manufacturers are outsourcing their merchandising and marketing service needs to third-party providers. The Company believes that offering marketing services on a national and global basis will provide it with a competitive advantage. Moreover, the Company believes that successful use of and continuous improvements to a sophisticated technology infrastructure, including the Company's proprietary Internet, digital and mobile-based software, is key to providing clients with a high level of client service while maintaining efficient, lower cost operations. The Company's objective is to continue to expand international retail merchandising and marketing services by pursuing its operating and growth strategy, as described below.

#### ***Increasing the Company's Sales Efforts:***

The Company is seeking to increase revenues by increasing sales to its current clients, as well as establishing long-term relationships with new clients, many of which currently use other merchandising companies for various reasons. In addition to expanding its direct sales efforts, the Company also is working to strengthen the senior executive relationships between the Company and its clients, is executing a marketing plan to expand the Company's presence in media and client channels, and is receiving and responding to an increasing number of requests for proposals ("RFPs") from potential and existing clients. The Company believes its technology, field implementation and other competitive advantages will allow it to capture a larger share of this market over time. However, there can be no assurance that any increased sales will be achieved.

#### ***Improving the Company's Operating Efficiencies:***

The Company will continue to seek greater operating efficiencies. The Company believes that its existing field force and technology infrastructure can support additional clients and revenue in both its Domestic and International Divisions.

#### ***Developing New Services:***

The Company is seeking to increase revenues through the internal development and implementation of new services as well as industry collaborations that add value to its clients' retail merchandising related activities, some of which have been identified and are currently being tested for feasibility and market acceptance. However, there can be no assurance that any new services will be developed or that any such new service can be successfully marketed.

### ***Leveraging and Improving on the Company's Technological Strengths:***

The Company believes that providing merchandising and marketing services in a timely, accurate and efficient manner, as well as delivering timely, accurate and useful reports to its clients, are key components that are and will continue to be critical to the Company's success. The Company has developed proprietary Internet, digital and mobile technologies accessed through computers or mobile devices (which include its logistical, communication, scheduling, tracking, reporting and accounting programs and applications) that improve the productivity of the Company's merchandising specialists and assembly technicians, and provide timely data to its clients. The Company's merchandising specialists and assembly technicians use smartphones, tablets, laptops, personal computers and Interactive Voice Response ("IVR") technology to report (through the Internet or telecommunication network) the status of each store or client product they service. Merchandising specialists and assembly technicians report on a variety of issues such as store conditions and status of client products (e.g. out of stocks, inventory, display placement) or they may scan and process new orders for certain products.

The Company has developed a proprietary automated labor tracking system for the Company's merchandising specialists and assembly technicians to communicate work assignment completion information via the Internet or other telecommunication infrastructure by using, among other things, smartphones, laptops and personal computers, cellular telephones, landlines or IVRs. This tracking system enables the Company to report hours and other completion information for each work assignment on a daily basis and provides the Company with daily, detailed tracking of work completion. This information is analyzed and displayed in a variety of reports that can be accessed by both the Company and its clients via a secure website. These reports can depict the reported status of merchandising projects in real-time. This tracking technology also allows the Company to schedule the Company's merchandising specialists and assembly technicians more efficiently, quickly quantify the status and benefits of its services to clients, rapidly respond to clients' needs and rapidly implement programs.

The Company intends to continue to utilize its Internet, digital and mobile based technologies (accessed through computers or mobile devices) to enhance the Company's efficiency and ability to provide real-time data to its clients as reported to the Company, as well as, maximize the speed of communication with logistical deployment of and reporting from the Company's merchandising specialists and assembly technicians. Industry sources indicate that clients are increasingly relying on merchandising and marketing service providers to supply rapid, value-added information regarding the results of the clients' merchandising and marketing expenditures on sales and profits. The Company (together with certain of its affiliates) has developed and owns proprietary Internet, digital and mobile based software and applications (accessed through computers or mobile devices) that allows the Company to communicate with field management, schedule the store-specific field operations more efficiently, receive information, incorporate, quantify the benefits of its services to clients faster, respond to clients' needs quickly and implement client programs rapidly. The Company has successfully modified and is currently utilizing certain of its software applications in the operation of its International Division.

The Company believes that it can continue to improve, modify and adapt its technology to support merchandising and other marketing services for additional clients and projects in the United States and in foreign markets. The Company also believes that its proprietary Internet, digital and mobile based technologies give it a competitive advantage in the marketplace worldwide. The Company's global technology systems are developed, operated, managed, maintained and controlled from the Company's information and technology control center in Auburn Hills, Michigan, U.S.A.

### ***Acquisition Strategies and Strategic Acquisitions:***

The Company is seeking to acquire businesses or make other arrangements with companies that offer similar merchandising or marketing services both in the United States and worldwide. The Company believes that increasing its industry expertise, further developing and refining its technology systems, adding services, and increasing its geographic breadth and local market depth will allow it to service its clients more efficiently and cost effectively. Through such acquisition strategies, the Company may realize additional operating and revenue synergies and may leverage existing relationships with manufacturers, retailers and other businesses to capitalize on cross-selling opportunities. However, there can be no assurance that any of the acquisition strategies will occur or whether, if completed, the integration of the acquired businesses will be successful or the anticipated efficiencies and cross-selling opportunities will occur.

One key to the Company's domestic and international expansion strategy is its emphasis on developing, maintaining, improving, deploying and marketing its proprietary Internet, digital and telecommunication based technological systems (which include its logistical, communication, scheduling, tracking, reporting and accounting programs and applications) that run on and are developed, managed, maintained and controlled worldwide from the Company's information and technology control center in Auburn Hills, Michigan, U.S.A. (the Company's "Global Technology Systems"). The Company's Global Technology Systems are accessible through computers and mobile devices by the local representatives of the Company and its clients in order to enhance local operations, give the Company an important marketing distinction and advantage over its competitors (such as real-time access to field reporting), and provide the Company with a technological means to exercise its supervision and control over its subsidiaries, both domestic and international. The Company provides access to its Global Technology Systems for its worldwide operations through its control center on a real-time basis 24/7/365. In addition, this strategy is strengthened internationally by the Company's internally developed translation software, which allows its current and future programs included in its Global Technology Systems to be available in any language for any market in which it currently operates or desires to enter in the future. See *Leveraging and Improving on the Company's Technological Strengths*, above.



Another key to the Company's international and domestic expansion is its strategy of seeking a minority ( *i.e.* , non-controlling) investor for the Company's new consolidated subsidiary that is an experienced person or company in the local area who is not otherwise affiliated with the Company (each a "Local Investor"). The Company supervision and control over each consolidated subsidiary is strengthened through its use of Global Technology Systems, which use in the case of new acquisitions is generally phased in by them over time following acquisition. The Company's supervision and control is further strengthened by its company-wide executive management, administrative support, accounting oversight, procedures and controls (financial and reporting), credit support and corporate codes and policies that apply to each such subsidiary (the Company's "Global Administration", and together with its Global Technology Systems, the Company's "Global Contributions"). The Company also seeks to own a majority (at least 51%) of such a subsidiary's equity while the Local Investor purchases a minority equity interest in it (49% or less) and to have a majority of the members of such subsidiary's board of directors. In addition to that equity, a Local Investor provides credit support, certain services and the useful local attention, perspective and relationships of a substantial (although non-controlling) equity owner with a strong financial stake in such subsidiary's success (the "Local Contributions"). The Local Investor also often contributes an existing customer base to the subsidiary in which it invests. As of the date of this Annual Report, NMS in the U.S.A. (see below) and each of the Company's international operating subsidiaries (other than those in Canada and Japan) has a Local Investor. See Item 1A - *Risks Associated with International and Domestic Subsidiaries*, *Risks of Having Material Local Investors in International and Domestic Subsidiaries* , *Risks Associated with Foreign Currency* and *Risks Associated with International Business* , below, and Note 2 to the Consolidated Financial Statements – *Summary of Significant Accounting Policies: Principles of Consolidation, Accounting for Joint Venture Subsidiaries* .

The Company also has expanded its acquisition strategy to, on occasion, purchase a local international consolidated operating subsidiary through another local international consolidated subsidiary in the same country, which most recently occurred in July 2014 as the Company expanded its merchandising service business in China through its acquisition of a majority of the equity interests in Unilink (see below).

In July 2014, the Company, through its subsidiary in Hong Kong, SPAR China Ltd., entered into an agreement to purchase certain business assets, fixed assets and merchandising teams of the following three companies in China: Shanghai Unilink Marketing Execution and Design Co. Ltd, Shanghai Gold Park Investment Management Co. Ltd, and Beijing Merchandising Sales and Marketing Co. Ltd (collectively Unilink). As consideration for the purchase, Unilink was paid in cash and 20% ownership in SPAR Shanghai. As a result of this transaction, current ownership interest in SPAR Shanghai is SPAR 51%, Shanghai Wedone Marketing Consulting Co. Ltd 29% and Unilink 20%. The Company consolidated Unilink operations in China beginning August 1, 2014.

For the above, see Item 1 - *The Company 's Domestic and International Segments* , above, Item 1A - *Dependence Upon and Cost of Services Provided by Affiliates*, *Potential Conflicts in Services Provided by Affiliates* , *Risks Associated with International and Domestic Subsidiaries* , *Risks of Having Material Local Investors in International and Domestic Subsidiaries*, *Risks Associated with Foreign Currency* and *Risks Associated with International Business* , below, Item 13 – *Certain Relationships and Related Transactions*, and *Director Independence* , below, and Note 10 to the Consolidated Financial Statements – *Related Party Transactions* , below, Note 2 to the Consolidated Financial Statements – *Summary of Significant Accounting Policies: Principles of Consolidation, Accounting for Joint Venture Subsidiaries* , and Note 12 to the Consolidated Financial Statements – *Segment Information* , below .

## **DESCRIPTIONS OF THE COMPANY'S SERVICES**

The Company currently provides a broad array of services to some of the world's leading companies, both domestically and internationally. The Company believes its full-line capabilities provide fully integrated solutions that distinguish the Company from its competitors. These capabilities include the ability to respond to multi-national client RFPs, develop plans at one centralized location, effect chain-wide execution, implement rapid, coordinated responses to its clients' needs and report on a real time basis throughout the world. The Company also believes its international presence, industry-leading technology, centralized decision-making ability, local follow-through, ability to perform large-scale initiatives on short notice, and strong retailer relationships provide the Company with a significant advantage over local, regional or other competitors.

The Company's operations are currently divided into two segments: the Domestic Division and the International Division. The Company's domestic division provides merchandising and marketing services, furniture and other product assembly services, audit services, and technology services to manufacturers, distributors and retailers in the United States. Those services are primarily performed in mass merchandisers, office supply, grocery, drug store, dollar, home improvement, convenience, toy and electronics stores. The Company's international division, established in May 2001, currently provides similar merchandising, marketing services and in-store event staffing through subsidiaries in Japan, Canada, South Africa, India, China, Australia, Mexico and Turkey. Today the Company operates in 9 countries that encompass approximately 50% of the total world population.

The Company currently provides six principal types of merchandising and marketing services: syndicated services, dedicated services, project services, assembly services, audit services and in-store event staffing services.

***Syndicated Services:***

Syndicated services consist of regularly scheduled, routed merchandising and marketing services provided at the retail store level for retailers, manufacturers and distributors. These services are performed for multiple manufacturers and distributors, including, in some cases, manufacturers and distributors whose products are in the same product category. Syndicated services may include activities such as:

- Reordering and replenishment of products
- Ensuring that the Company's clients' products authorized for distribution are in stock and on the shelf or sales floor
- Adding new products that are approved for distribution but not yet present on the shelf or sales floor
- Implementing store planogram schematics
- Setting product category shelves in accordance with approved store schematics
- Ensuring that product shelf tags are in place
- Checking for overall salability of the clients' products
- Placing new product and promotional items in prominent positions
- Kiosk replenishment and maintenance

***Dedicated Services:***

Dedicated services consist of merchandising and marketing services, generally as described above, which are performed for a specific retailer or manufacturer by a dedicated organization, sometimes including a management team working exclusively for that retailer or manufacturer. These services include many of the above activities detailed in syndicated services, as well as, new store set-ups, store remodels and fixture installations. These services are primarily based on agreed-upon rates and fixed management fees.

***Project Services:***

Project services consist primarily of specific in-store services initiated by retailers and manufacturers, such as new store openings, new product launches, special seasonal or promotional merchandising, focused product support, product recalls, in-store product demonstrations and in-store product sampling. The Company also performs other project services, such as kiosk product replenishment, inventory control, new store sets and existing store resets, re-merchandising, remodels and category implementations, under annual or stand-alone project contracts or agreements.

***Assembly Services:***

The Company's assembly services are initiated by retailers, manufacturers or consumers, and upon request the Company assembles furniture, grills, and many other products in stores, homes and offices. The Company performs ongoing routed coverage at retail locations to ensure that furniture and other product lines are well displayed and maintained, and building any new items or replacement items, as required. In addition, the Company provides in-home and in-office assembly to customers who purchase their product from retailers, whether in store, online or through catalog sales.

***In-Store Event Staffing Services:***

The Company provides in-store product samplings, in-store product demonstrations and assisted sales in national chains in target markets worldwide.

***Retail Compliance and Price Audit Services:***

The Company's retail compliance and price audit services are initiated by retailers and manufacturers and focus on the following;

- Validate store promotions
- Confirm P-O-G layout
- Audit compliance with corporate branding and signage
- Verify product placement, displays, POS materials, etc.
- Collect inventory levels and out-of-stock status
- Provide current, accurate pricing intelligence
- Competitive price audits (by product, by market)
- Internal price audits
  - Ensure pricing accuracy and consistency
  - Verify promotional and everyday price changes

***Other Marketing Services:***

Other marketing services performed by the Company include:

*Mystery Shopping* - Calling and visiting anonymously on retail outlets (e.g. stores, restaurants, banks) to check on distribution or display of a brand and to evaluate products, service of personnel, condition of store, etc.

*Data Collection* - Gathering sales and other information systematically for analysis and interpretation.

**THE COMPANY'S SALES AND MARKETING**

The Company offers global merchandising solutions to clients that have worldwide distribution. This effort is spearheaded out of the Company's headquarters in the United States, and the Company continues to develop local markets through its domestic and international subsidiaries throughout the world.

The Company's marketing and sales efforts within its Domestic Division are structured to develop new national, regional and local business within the United States, including new sales and customers through the Company's acquisitions of existing businesses. The Company's domestic corporate business development team directs its efforts toward the senior management of prospective and existing clients. Marketing and sales targets and strategies are developed at the Company's headquarters and communicated to the Company's domestic sales force for execution. Marketing efforts concentrate on enhancing SPAR's position as an industry leader, promoting its key advantages, strengthening its industry presence and supporting sales. The Company's sales force is located nationwide and works from both the Company's offices and their home offices. In addition, the Company's domestic corporate account executives play an important role in the Company's new business development efforts within its existing manufacturer, distributor and retailer client base.

The Company's marketing and sales efforts within its International Division are structured to develop new national, regional and local businesses in both new and existing international territories by acquiring existing businesses and within the Company's existing international territories through targeted sales efforts. The Company has an international acquisition team whose primary focus is to seek out and develop acquisitions throughout the world. Marketing and sales targets and strategies are developed within an international subsidiary, in consultation with the Company's U.S. headquarters, with assistance from the applicable Local Investor, and are communicated to the Company's applicable international sales force for execution. The Company's international sales force for a particular territory is located throughout that territory and work from the Company's office in that territory and their home offices. In addition, the Company's international corporate account executives play an important role in the Company's new business development efforts within the Company's existing manufacturer, distributor and retailer client base within their respective territories.

As part of the retailer consolidation, retailers are centralizing most administrative functions, including operations, procurement and category management. In response to this centralization and the growing importance of large retailers, many manufacturers have reorganized their selling organizations around a retailer team concept that focuses on a particular retailer. The Company has responded to this emerging trend and currently has on-site personnel in place at select retailers.

The Company's business development process includes a due diligence period to determine the objectives of the prospective or existing client, the work required to satisfy those objectives and the market value of such work to be performed. The Company employs a formal cost development and proposal process that determines the cost of each element of work required to achieve such client's objectives. The Company uses these costs, together with an analysis of market rates, to develop a formal quotation that is then reviewed at various levels within the organization. The pricing of this internal proposal must meet the Company's objectives for profitability, which are established as part of the business planning process. After the Company approves this quotation, a detailed proposal is presented to the Company's prospective or existing client. However, the Company has agreed, and in the future may agree, from time to time to perform services for a client that become or turn out to be unprofitable even though the Company expected to make a profit when agreeing to perform them. See "*Risks of Unprofitable Services*" and "*Variability of Operating Results and Uncertainty in Client Revenue*" in Part 1A – *Risk Factors* , below.

### **THE COMPANY'S CUSTOMER BASE**

The Company currently represents numerous manufacturers and/or retail clients in a wide range of retail chains and stores worldwide, and its customers (which it refers to as clients) include:

- Mass Merchandisers
- Drug
- Grocery
- Office Supply
- Dollar Stores
- Toy or Specialty
- Home Improvement
- Other retail outlets (such as discount and electronic stores, in-home and in-office, etc.)

The Company did not have any clients that represented 10% or more of the Company's net revenue for the years ended December 31, 2015 and 2014.

### **THE COMPANY'S COMPETITION**

The marketing services industry is highly competitive. The Company's competition in the Domestic Division and International Division arises from a number of large enterprises, many of which are national or international in scope. The Company also competes with a large number of relatively small enterprises with specific client, channel or geographic coverage, as well as with the internal marketing and merchandising operations of its existing and prospective clients. The Company believes that the principal competitive factors within its industry include development and deployment of technology, breadth and quality of client services, cost, the ability to execute specific client priorities rapidly and consistently over a wide geographic area, and the ability to ideate and operate as a retail business partner delivering value above the base services. The Company believes that its current structure favorably addresses these factors and establishes it as a leader in many retailer and manufacturer verticals. The Company also believes it has the ability to execute major national and international in-store initiatives and develop and administer national and international manufacturer programs. Finally, the Company believes that, through the use and continuing improvement of its proprietary Internet, digital and mobile based software and applications, other technological efficiencies and various cost controls, the Company will remain competitive in its pricing and services.

### **THE COMPANY'S TRADEMARKS**

The Company has numerous registered trademarks. Although the Company believes its trademarks may have value, the Company believes its services are sold primarily based on breadth and quality of service, cost, and the ability to execute specific client priorities rapidly, efficiently and consistently over a wide geographic area. See "*An Overview of the Merchandising and Marketing Services Industry*" and "*Competition*" , above.

### **THE COMPANY'S LABOR FORCE**

Worldwide the Company utilized a labor force of approximately 17,100 people in 2015. Today, the Company operates in 9 countries that encompass approximately 50% of the total world population.

During 2015, the Company's Domestic Division employed a labor force of 203 people. As of December 31, 2015, there were 166 full-time employees and 37 part-time employees engaged in domestic operations. The Company's Domestic Division utilized the services of its affiliate, SPAR Administrative Services, Inc. ("SAS"), to schedule, deploy and administer the field force of merchandising specialists and assembly technicians, which consists of field merchandising specialists furnished by SPAR Business Services, Inc. ("SBS"), and National Retail Source, Inc. ("NRS"), as well as the Company's domestic field employees. (See Item 13 – *Certain Relationships and Related Transactions and Director Independence*, below, and Note 10 to the Consolidated Financial Statements – *Related Party Transactions*, below.) SBS and NRS furnished approximately 8,000 merchandising specialists and assembly technicians (all of whom are engaged by SBS and NRS) and 57 field administrators (all of whom were employed by SAS), respectively. The Company, SBS, SAS and NRS consider their relations with their respective employees and field merchandising specialists to be good.

As of December 31, 2015, the Company's International Division's labor force consisted of approximately 761 people. There were 698 full-time and 63 part-time employees engaged locally by our foreign subsidiaries in their respective international operations. The International Division's field force consisted of approximately 8,100 merchandising specialists engaged locally by our foreign subsidiaries in their respective international operations.

#### **Item 1A. Risk Factors**

There are various risks associated with investing in any common stock issued by SGRP ("SGRP Common Stock") that are more fully described below. You should carefully consider each of those risk factors (as well as the other risks, cautions and information noted in this Annual Report, the Proxy Statement and the Company's other SEC Reports) before you purchase or trade any SGRP Common Stock. If any of the described risks develops into actual events or circumstances, or any other risks arise and develop into actual events, the Company's present or future assets, business, capital, cash flow, credit, expenses, financial condition, income, liabilities, liquidity, locations, marketing, operations, prospects, sales, strategies, taxation or other achievement, results, risks or condition could be materially and adversely affected (in whole or in part), the market price of the SGRP Common Stock could decline, and you could lose all or part of your investment in your SGRP Common Stock.

You should carefully consider (and not place undue reliance on) the Company's risk factors, forward-looking statements and the other risks, cautions and information made, contained or noted in or incorporated by reference into this Annual Report, the Proxy Statement and the other applicable SEC Reports (as defined at the beginning of Item 1, above) that could cause the Company's actual performance or condition (including its assets, business, 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 the Company's Common Stock.

You should carefully review the risk factors described below and any other risks, cautions or information made, contained or noted in or incorporated by reference into this 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.

### ***Dependence on Largest Customer and Large Retail Chains***

As discussed above in *Company's Customer Base*, the Company currently does not have a significant customer concentration. However, the loss of any of its customers, the loss of the ability to provide merchandising and marketing services in those chains, or the failure to attract new large clients could significantly decrease the Company's revenues and such decreased revenues could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

### ***Dependence on Trend Towards Outsourcing***

The business and growth of the Company depends in large part on the continued trend toward outsourcing of merchandising and marketing services, which the Company believes has resulted from the consolidation of retailers and manufacturers, as well as the desire to seek outsourcing specialists to reduce fixed operation expenses and concentrate internal staff on customer service and sales. There can be no assurance that this trend in outsourcing will continue, as companies may elect to perform such services internally. A significant change in the direction of this trend generally, or a trend in the retail, manufacturing or business services industry not to use, or to reduce the use of, outsourced marketing services such as those provided by the Company, could significantly decrease the Company's revenues and such decreased revenues could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

### ***Dependence on Retailers with Physical Stores***

Retailers with physical store locations are facing increasing consolidation and competition from virtual stores on the internet. Some retailers with physical stores have failed, others are struggling, and others are merging in this highly competitive environment. Although the Company's merchandising services help physical retailers in successfully competing against virtual online stores, and the Company provides assembly and other services utilized by online retailers, the Company's business and growth depends in large part on the continuing need for in-store merchandising of products and the continuing success of retailers with physical store locations. There can be no assurance that the in-store merchandising of products will increase or even continue at current levels or that retailers with physical store locations will continue to compete successfully in those stores, and some retailers are shifting their sales focus to their virtual online stores. A significant decrease in such need for in-store merchandising or success of such physical stores could significantly decrease the Company's revenues and such decreased revenues could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

### ***Failure to Successfully Compete***

The merchandising and marketing services industry is highly competitive and the Company has competitors that are larger (or part of larger holding companies) and may be better financed. In addition, the Company competes with: (i) a large number of relatively small enterprises with specific client, channel or geographic coverage; (ii) the internal merchandising and marketing operations of its existing and prospective clients; (iii) independent brokers; and (iv) smaller regional providers. Remaining competitive in the highly competitive merchandising and marketing services industry requires that the Company monitor and respond to trends in all industry sectors. There can be no assurance that the Company will be able to anticipate and respond successfully to such trends in a timely manner. If the Company is unable to successfully compete, it could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

If certain competitors were to combine into integrated merchandising and marketing services companies, or additional merchandising and marketing service companies were to enter into this market, or existing participants in this industry were to become more competitive, it could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

### ***Risks of Losses and Financial Covenant Violations***

In the past, the Company occasionally suffered operating losses. As a result of those losses and related effects, the Company had repeated technical violations of certain covenants in the Company's prior domestic credit facility, which its lender periodically waived for fees rather than permanently resetting them to realistically achievable levels. However, the Company changed its domestic lenders in July 2010 and entered into a new credit facility with financial covenants that the Company believes are more realistic and thus less likely to require waivers. The Company was in compliance of all its new domestic lender's bank covenants in 2015 and 2014. See Item 7 – *Management 's Discussion and Analysis of Financial Condition and Results of Operations, Liquidity and Capital Resources* , below, and Note 4 to Consolidated Financial Statements - *Credit Facilities* , below.

There can be no assurances that in the future the Company will be profitable, will not violate covenants of its current or future credit facilities, its lenders will waive any violations of such covenants, the Company will continue to have adequate lines of credit, or will continue to have sufficient availability under its lines of credit. Accordingly, marginal profitability by the Company, as well as any failure to maintain sufficient availability or lines of credit from the Company's lenders, could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

### ***Variability of Operating Results and Uncertainty in Client Revenue***

The Company has experienced and, in the future, may experience fluctuations in quarterly operating results. Factors that may cause the Company's quarterly operating results to vary from time to time and may result in reduced revenue and profits include: (i) the number of active client projects; (ii) seasonality of client products; (iii) client delays, changes and cancellations in projects; (iv) the timing requirements of client projects; (v) the completion of major client projects; (vi) the timing of new engagements; (vii) the timing of personnel cost increases; and (viii) the loss of major clients. In addition, the Company is subject to revenue or profit uncertainties resulting from factors such as unprofitable client work (see below) and the failure of clients to pay. The Company attempts to mitigate these risks by dealing primarily with large credit-worthy clients, by entering into written or oral agreements with its clients and by using project budgeting systems. These revenue fluctuations could materially and adversely affect the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

### ***Risks of Unprofitable Services***

The Company has agreed, and in the future may agree, from time to time to perform services for its client that become or turn out to be unprofitable even though the Company expected to make a profit when agreeing to perform them. The Company's services for a particular client or project may be or become unprofitable due to mistakes or changes in circumstance, including (without limitation) any (i) mistake or omission made in investigating, evaluating or understanding any relevant circumstance, requirement or request of the Company's client or any aspect of the prospective services or their inherent problems, (ii) mistake made in pricing, planning or performing the prospective service, (iii) service non-performance, or free re-performance, or (iv) change in cost, personnel, regulation or other performance circumstance. Unprofitable services could reduce the Company's net revenues and, if material in gross amount or degree of unprofitability, could materially and adversely affect the Company or its actual, expected, performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

### ***Failure to Develop New Services***

A key element of the Company's growth strategy is the development and sale of new services. While several new services are under current development, there can be no assurance that the Company will be able to successfully develop and market new services. The Company's inability or failure to devise useful merchandising or marketing services or to complete the development or implementation of a particular service for use on a large scale, or the failure of such services to achieve market acceptance, could adversely affect the Company's ability to achieve a significant part of its growth strategy and the absence of such growth could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected and could limit the Company's ability to significantly increase its revenues and profits.

### ***Inability to Identify, Acquire and Successfully Integrate Acquisitions***

Another key component of the Company's growth strategy is the acquisition of businesses across the United States and worldwide that offer similar merchandising or marketing services. The successful implementation of this strategy depends upon the Company's ability to identify suitable acquisition candidates, acquire such businesses on acceptable terms, finance the acquisition and integrate their operations successfully with those of the Company. There can be no assurance that such candidates will be available or, if such candidates are available, that the price will be attractive or that the Company will be able to identify, acquire, finance or integrate such businesses successfully. In addition, in pursuing such acquisition opportunities, the Company may compete with other entities with similar growth strategies; these competitors may be larger and have greater financial and other resources than the Company. Competition for these acquisition targets could also result in increased prices of acquisition targets and/or a diminished pool of companies available for acquisition.

The successful integration of these acquisitions also may involve a number of additional risks, including: (i) the inability to retain the clients of the acquired business; (ii) the lingering effects of poor client relations or service performance by the acquired business, which also may taint the Company's existing businesses; (iii) the inability to retain the desirable management, key personnel and other employees of the acquired business; (iv) the inability to fully realize the desired efficiencies and economies of scale; (v) the inability to establish, implement or police the Company's existing standards, controls, procedures and policies on the acquired business; (vi) diversion of management attention; and (vii) exposure to client, employee and other legal claims for activities of the acquired business prior to acquisition. In addition, any acquired business could perform significantly worse than expected.

The inability to identify, acquire, finance and successfully integrate such merchandising or marketing services business could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

### ***Uncertainty of Financing for, and Dilution Resulting from, Future Acquisitions***

The timing, size and success of acquisition efforts and any associated capital commitments cannot be readily predicted. Future acquisitions may be financed by issuing shares of the SGRP Common Stock, cash, or a combination of SGRP Common Stock and cash. If the SGRP Common Stock does not maintain a sufficient market value, or if potential acquisition candidates are otherwise unwilling to accept the SGRP Common Stock as part of the consideration for the sale of their businesses, the Company may be required to obtain additional capital through debt or equity financings. To the extent the SGRP Common Stock is used for all or a portion of the consideration to be paid for future acquisitions, dilution may be experienced by existing stockholders. In addition, there can be no assurance that the Company will be able to obtain the additional financing it may need for its acquisitions on terms that the Company deems acceptable. Failure to obtain such capital would materially and adversely affect the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

### ***Reliance on the Internet and Third Party Vendors***

The Company relies on its Internet, digital and mobile based systems for (among other things) the scheduling, tracking, coordination and reporting of its merchandising and marketing services. Systems can experience, high traffic as well as increased attacks by hackers and other saboteurs. To the extent that systems experience increased numbers of users, frequency of use, increased bandwidth requirements of users, or Internet attacks, there can be no assurance that the Company's technological systems and external third party Internet and telecommunication infrastructure will continue to be able to support the demands placed on them by this continued growth or negative events. The Company relies on third-party vendors to provide its Internet and telecommunication network access and other services used in its business, and the Company has no control over such third-party providers. Any protracted disruption services could increase the Company's costs of operation and reduce efficiency and performance, which could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.



### ***Economic and Retail Uncertainty***

The markets in which the Company operates are cyclical and subject to the effects of economic downturns. The current political, social and economic conditions, including the impact of terrorism on consumer and business behavior, make it difficult for the Company, its vendors and its clients to accurately forecast and plan future business activities. Substantially all of the Company's key clients are either retailers or those seeking to do product merchandising at retailers. Should the retail industry experience a significant economic downturn, the resultant reduction in product sales could significantly decrease the Company's revenues. The Company also has risks associated with its clients changing their business plans and/or reducing their marketing budgets in response to economic conditions, which could also significantly decrease the Company's revenues. Such revenue decreases could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

### ***Risks Associated with Furniture and Other Related Assembly Services***

The Company's technicians assemble furniture and other products in the homes and offices of customers. Working at a customer's home or office could give rise to claims against the Company for errors, omissions or misconduct by those technicians, including (without limitation) harassment, personal injury, death, damage to or theft of customer property, or other civil or criminal misconduct by such technicians. Claims also could be made against the Company as a result of its involvement in such assembly services due to (among other things) product assembly errors and omissions, product defects, deficiencies, breakdowns or collapse, products that are not merchantable or fit for their particular purpose, products that do not conform to published specifications or satisfy customer expectations, or products that cause personal injury, death or property damage, in each case whether actual, alleged or perceived by customers, and irrespective of how much time may have passed since such assembly. If such claims are asserted and adversely determined against the Company, then to the extent such claims are not covered by indemnification from the product's seller or manufacturer or by insurance, they could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

### ***Risks Associated with Audit Services***

The auditing services industry is highly competitive and the Company has competitors that are larger (or part of larger holding companies) and may be better financed. In addition, the Company competes with: (i) a large number of relatively small enterprises with specific client, channel or geographic coverage; (ii) the internal auditing operations of its existing and prospective clients; and (iii) smaller regional providers. Remaining competitive in the highly competitive auditing services industry requires that the Company monitor and respond to trends in all industry sectors. There can be no assurance that the Company will be able to anticipate and respond successfully to such trends in a timely manner. If the Company is unable to successfully compete, it could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

### ***Dependence Upon and Cost of Services Provided by Affiliates***

The success of the Company's domestic business is dependent upon the successful execution of its field services by certain domestic affiliates, namely SPAR Business Services, Inc. ("SBS"), SPAR Administrative Services, Inc. ("SAS"), and to the extent it resumes providing field services to the Company, National Retail Source, LLC ("NRS"), and by certain foreign affiliates, each of which is an affiliate, but not a subsidiary, of the Company, and none of which is consolidated in the Company's consolidated financial statements. NRS had provided, and in the future could again provide, substantially all of the field merchandising services used by National Merchandising Services, LLC ("NMS"), which is a subsidiary of SGRP and part of the Company. As of December 2015, NMS no longer uses NRS and instead uses field merchandising services from a non-affiliated third-party provider. SBS provides a majority of all of the other domestic field merchandising and assembly services used by the Company other than NMS (88% of the domestic field expenses in 2015, excluding NMS field expenses), and SAS provides substantially all of the other domestic field administrative services used by the Company (92% of the domestic field administrative expense in 2015, excluding NMS field expenses). Services were provided to the Company (other than NMS) by SBS and SAS at rates equal to their net total cost plus four percent pursuant to contracts that expired on November 30, 2014, and are currently under negotiation. Subsequently, SBS and the Company agreed to change the cost plus rate to 2.96% and eliminate certain previous credits, effective January 1, 2015. Services were provided to NMS by NRS at rates equal to their total cost (with certain exclusions) plus two percent pursuant to a contract that is cancelable on 60 days' prior notice at any time after December 31, 2014. See *Potential Conflicts in Services Provided by Affiliates*, below, Item 13 – *Certain Relationships and Related Transactions*, and *Director Independence*, below, and Note 10 to the Consolidated Financial Statements – *Related Party Transactions*, below.

The Company has determined that the rates charged by SBS, SAS and NRS for their services are slightly favorable to the Company (when compared to other possible providers).

SBS and NRS have independently advised the Company that those favorable rates are dependent (at least in part) on the ability of each of them to continue to use independent merchandisers as such merchandisers generally provide greater flexibility and quality as a result of their independence and lower total costs, that each complies with applicable legal requirements for the individuals and companies with whom it contracts, and that the appropriateness of its treatment of such independent merchandisers has been routinely subject to challenge (both currently and historically) by various states. The expenses of defending those challenges under the Prior Agreements were, and under the current negotiations of the Pending Agreements may continue to be, part of the total costs of SBS in providing its services that are borne by the Company but are excluded from the total costs of NRS borne by the Company. There can be no assurance that either SBS or NRS (if providing services) will succeed in defending any such challenge, and an adverse determination could increase its costs of doing business that are borne by the Company.

Any material increase in the costs of SBS, SAS or NRS (and thus the costs it charges to the Company), or any decrease in such performance quality, could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

#### ***Potential Conflicts in Services Provided by Affiliates***

SBS and SAS are affiliates (but not subsidiaries) of SGRP. SBS is owned by Mr. Robert G. Brown, founder, director, Chairman and a significant stockholder of the Company, and Mr. William H. Bartels, founder, director, Vice Chairman and a significant stockholder of the Company. SAS is owned by Mr. Bartels and certain relatives of Mr. Brown (each of whom are considered affiliates of the Company for related party purposes). Mr. Brown and Mr. Bartels are also stockholders, directors and executive officers of various other affiliates of SGRP. NRS is an affiliate (but not a subsidiary) of NMS, and NMS is a consolidated subsidiary of SGRP. Mr. Edward Burdekin is the Chief Executive Officer and President and a director of both NRS and NMS, NRS is owned by Mr. Burdekin, NMA is owned by Andrea H. Burdekin (Mr. Burdekin's wife), and NMA owns 49% of the membership units in NMS. SGRP owns the other 51% of the membership units in NMS. In the event of any dispute in the business relationships between the Company and one or more of SBS, SAS or NRS, it is possible that Messrs. Brown, Bartels or Burdekin may have one or more conflicts of interest with respect to those relationships and could cause one or more of SBS, SAS or NRS to renegotiate or cancel their approved affiliate contracts with the Company or otherwise act in a way that is not in the Company's best interests. To a lesser extent, similar conflicts and events could arise with respect to the Company's contracts with affiliates in South Africa and Turkey. As of December 2015, NMS no longer uses NRS but uses field merchandising services from a non-affiliated third-party provider. See *Dependence Upon and Cost of Services Provided by Affiliates*, above, Item 13 – *Certain Relationships and Related Transactions, and Director Independence*, below, and Note 10 to the Consolidated Financial Statements – *Related Party Transactions*, below.

While the Company's relationships with SBS, SAS and NRS are good, there can be no assurance that the Company could (if necessary under the circumstances) replace the field merchandising specialists and management currently provided by SBS and SAS, respectively, or those provided by NRS, in sufficient time to perform its client obligations or at such favorable rates in the event one or more of SBS, SAS or NRS no longer performed those services. Any cancellation, other nonperformance or material pricing increase under those approved affiliate contracts could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

#### ***Risks of Common Stock Ownership***

Dividends on SGRP Common Stock are discretionary, have never been paid, are subject to restrictions in the Company's credit facilities and applicable law and can only be paid to the holders of SGRP Common Stock if the accrued and unpaid dividends and potential dividends are first paid to the holders of the Series A Preferred Stock. In the event of the Company's liquidation, dissolution, or winding-up, the holders of Common Stock are only entitled to share in the Company's assets, if any, that remain after the Company makes payment of and provision for all of the Company's debts and liabilities and the liquidation preferences of all of the Company's outstanding Preferred Stock. There can be no assurance that sufficient funds will remain in any such case for dividends or distributions to the holders of SGRP Common Stock.

### ***Risks related to the Company's Preferred Stock***

The Company's ability to issue or redeem Preferred Stock, or any rights to purchase such shares, could discourage an unsolicited acquisition proposal. For example, the Company could impede a business combination by issuing a series of preferred stock containing class voting rights that would enable the holders of such preferred stock to block a business combination transaction. Alternatively, the Company could facilitate a business combination transaction by issuing a series of preferred stock having sufficient voting rights to provide a required percentage vote of the stockholders. Additionally, under certain circumstances, the Company's issuance of preferred stock could adversely affect the voting power of the holders of the Company's common stock. Although the Company's board of directors is required to make any determination to issue any preferred stock based on its judgment as to the best interests of the Company's stockholders, the Company's board of directors could act in a manner that would discourage an acquisition attempt or other transaction that some, or a majority, of the Company's stockholders may believe to be in their best interests or in which stockholders may receive a premium for their stock over prevailing market prices of such stock. The Company's board of directors does not at present intend to seek stockholder approval prior to any issuance of currently authorized stock, unless otherwise required by law or applicable stock exchange requirements.

### ***Risks of Illiquidity in SGRP Common Stock***

The market price of the Company's common stock has historically experienced and may continue to experience significant volatility. During the year ended December 31, 2015, the sale price of SGRP Common Stock fluctuated from \$0.90 to \$2.23 per share. The Company believes that its Common Stock is subject to wide price fluctuations due to (among other things) the following:

- the relatively small public float and corresponding thin trading market for SGRP Common Stock, attributable to (among other things) the large block of voting shares beneficially owned by the Company's co-founders (as noted below) and generally low trading volumes, and that thin trading market may cause small trades to have significant impacts on SGRP Common Stock price;
- the substantial beneficial ownership of approximately 55.1% of the Company's voting stock and potential control by the Company's co-founders (who also are directors and Officers of the Company), Mr. Robert G. Brown, who beneficially owns approximately 31.4% (or 7.0 million shares) of SGRP Common Stock, and Mr. William H. Bartels, who beneficially owns approximately 23.8% (or 5.3 million shares) of SGRP Common Stock, which amounts were calculated using total beneficial ownership (15.4 million shares) and their individual beneficial ownerships at December 31, 2015 (including all shares then beneficially owned under currently exercisable warrants and vested options), as more fully described above and below;
- the periodic potential risk of the delisting of SGRP Common Stock from trading on Nasdaq (as described below);
- any announcement, estimate or disclosure by the Company, or any projection or other claim or pronouncement by any of the Company's competitors or any financial analyst, commentator, blogger or other person, respecting (i) any new service created or improved, significant contract, business acquisition or relationship, or other publicized development by the Company or any of its competitors, or (ii) any change, fluctuation or other development in the Company's actual, estimated or desired assets, business, capital, cash flow, credit, expenses, financial condition, income, liabilities, liquidity, locations, marketing, operations, prospects, sales, strategies, taxation or other achievement, results or condition or in those of any of the Company's competitors, in each case irrespective of accuracy or validity and whether or not adverse or material; and
- the general volatility of stock markets, consumer and investor confidence and the economy generally (which often affect the prices of stock issued by the Company and many others without regard to financial results or condition).

If the Company issues (other than at fair market value for cash) or the Company's co-founders sell a large number of shares of SGRP Common Stock, or if the market perceives such an issuance or sale is likely or imminent, the market price of SGRP Common Stock could decline and that decline could be significant.

The Company also has repurchased SGRP Common Stock from time to time, and currently has in place a Repurchase Program (as defined and described in Item 5 - *Issuer Purchases of Equity Securities* , below). Those repurchases could adversely affect the market liquidity of the SGRP Common Stock.

In addition, the volatility in the market price of SGRP Common Stock could lead to class action securities litigation that (however unjustified) could in turn impose substantial costs on the Company, divert management's attention and resources and harm the Company's stock price, the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

#### ***Risks Related to the Company's Significant Stockholders: Potential Voting Control and Conflicts***

The Company's co-founders, Mr. Robert G. Brown and Mr. William H. Bartels are directors, executive officers (Chairman and Vice-Chairman, respectively) and significant stockholders of the Company. Mr. Brown beneficially owns approximately 33.8%; Mr. Bartels beneficially owns approximately 25.6%; and they have approximately 59.4% beneficial ownership in the aggregate of the SGRP Common Stock, which amounts were calculated using total ownership on a non-diluted basis (20.6 million shares) and their individual beneficial ownerships (7.0 million shares and 5.3 million shares, respectively) at December 31, 2015. These ownerships included all shares beneficially owned under currently exercisable vested options. Mr. Brown and Mr. Bartels have, should they choose to act together, and under certain circumstances Mr. Brown acting alone may have, the ability to control the election or removal of directors, the approval or disapproval of acquisitions, mergers, conflicts of interest and all other matters that must be approved by the Company's stockholders. In any event, Mr. Brown and Mr. Bartels continue to have significant influence over the Company's business and operations and the outcome of the Company's corporate actions, including those involving stockholder approvals. The interests of any significant stockholder may be different from time to time from, and potentially in conflict with, the interests of other stockholders, and ownership concentration could delay or prevent a change in the Company's control or otherwise discourage the Company's potential acquisition by another person, any of which could cause the market price of the SGRP Common Stock to decline and that decline could be significant.

#### ***Risks of Dilution***

The Company may issue stock options and award restricted stock to directors, officers, employees and consultants in the future at Common Stock per-share exercise prices below the price you may have paid. In addition, the Company may issue shares of SGRP Common Stock in the future in furtherance of the Company's acquisitions or development of businesses or assets. Each of those and other issuances of SGRP Common Stock could have a dilutive effect on the value of your shares, depending on the price the Company is paid (or the value of the assets or business acquired) for such shares, market conditions at the time and other factors.

#### ***Risks of a Nasdaq Delisting***

There can be no assurance that the Company will be able to comply in the future with the Bid Price Rule or Nasdaq's continued listing requirements. If the Company fails to satisfy the Bid Price Rule and continues to be in non-compliance after notice and the applicable six month grace period ends, Nasdaq may commence delisting procedures against the Company (during which the Company will have additional time of up to six months to appeal and correct its non-compliance). If the SGRP Common Stock shares were ultimately delisted by Nasdaq, the market liquidity of the SGRP Common Stock could be adversely affected and its market price could decrease, even though such shares may continue to be traded "over the counter", due to (among other things) the potential for increased spreads between bids and asks, lower trading volumes and reporting delays in over-the-counter trades and the negative implications and perceptions that could arise from such a delisting.

#### ***Risks of Having Material Local Investors in International and Domestic Subsidiaries***

The Company's international model is to join forces with Local Investors having merchandising service expertise and combine their knowledge of the local market with the Company's proprietary software and expertise in the merchandising business. The Company also has begun to use this model in the United States (see Item 1 - *The Company's Domestic and International Segments* , above). As a result, each of the Company's international subsidiaries (other than Canada and Japan) and NMS domestically is owned in material part by an entity in the local country where the international or domestic subsidiary resides and that entity is not otherwise affiliated with the Company (e.g., the "Local Investor"). The agreements between the Company and the Local Investor in the respective international or domestic subsidiaries specify, among other things, the equity, programming and support services the Company is required to provide and the equity, credit support, certain services and management support that the Local Investor is required to provide to the international or domestic subsidiary. Certain of those subsidiaries also may be procuring field merchandising execution through affiliates of the applicable Local Investors. The Local Investors also may wish to conduct the local business differently than desired by the Company. In the event of any disagreement or other dispute in the business relationships between the Company and Local Investor, it is possible that the Local Investor may have one or more conflicts of interest with respect to the relationship and could cause the applicable international or domestic subsidiary to operate or otherwise act in a way that is not in the Company's best interests.

The agreements generally have unlimited contract terms and parties generally do not have the right to unilaterally withdraw. However, a non-defaulting party has the right to terminate such agreement upon the other party's default, receipt of notice and failure to cure within a specified period (generally 60 days internationally or 30 days domestically). In addition, either party, at any time after the end of a specified period (usually between three and five years), may: (1) sell all or part of its equity interest in the international subsidiary to a third party by providing a written notice to the other party of such intentions (in which case the other party has the right of first refusal and may purchase the equity of the offering party under the same terms and conditions) (a "Right of First Refusal"); or (2) offer to purchase the equity of the other party (in which case the other party generally has 120 days to either accept or reject the offer or to reverse the transaction and actually purchase the offering party's equity under the same terms and conditions) (a "Buy/Sell Right").

The Company believes its relationships with the Local Investors in its international subsidiaries remain good. Most of the Company's respective international subsidiary contracts are either at or near the end of the applicable periods during which either of the parties may trigger the Right of First Refusal and Buy/Sell provisions described above. Both the Company and such Local Investors, as part of their ongoing relationship, are or will be assessing appropriate action as described above.

There can be no assurance that the Company could (if necessary under the circumstances) replace equity, credit support, management, field merchandiser and other services currently provided by any Local Investor in sufficient time to perform its client obligations or that the Company could provide these services and or equity in the event the Local Stockholder was to sell its stock or reduce any support to the Company's subsidiary in the applicable country. Any cancellation, other nonperformance or material change under the subsidiary agreements with Local Investors could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

#### ***Risks Associated with International and Domestic Subsidiaries***

While the Company endeavors to limit its exposure for claims and losses in any international or domestic consolidated subsidiary through contractual provisions, insurance and use of single purpose entities for such ventures, there can be no assurance that the Company will not be held liable for the claims against and losses of a particular international or domestic consolidated subsidiary under applicable local law or local interpretation of any subsidiary agreements or insurance provisions. If any such claims and losses should occur, be material in amount and be successfully asserted against the Company, such claims and losses could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

#### ***Risks Associated with Foreign Currency***

The Company also has foreign currency exposure associated with its international subsidiaries. In 2015, these foreign currency exposures were primarily concentrated in the Australian Dollar, Canadian Dollar, Mexican Peso, South African Rand, Chinese Yuan, Indian Rupee and Japanese Yen.

#### ***Risks Associated with International Business***

The Company's expansion strategy includes expansion into various countries around the world. While the Company endeavors to limit its exposure by entering only countries where the political, social and economic environments are conducive to doing business, there can be no assurances that the respective business environments will remain favorable. In the future, the Company's international operations and sales may be affected by the following risks, which may adversely affect United States companies doing business in foreign countries:

- Political and economic risks, including terrorist attacks and political instability;
- Various forms of protectionist trade legislation that currently exist or have been proposed;
- Expenses associated with customizing services and technology;
- Local laws and business practices that favor local competition;
- Dependence on local vendors and potential for undisclosed related party transactions;
- Multiple, conflicting and changing governmental laws, regulations and enforcement;
- Potentially adverse tax and employment law consequences;
- Local accounting principles, practices and procedures and limited familiarity with US generally accepted accounting principles ("GAAP");
- Local legal principles, practices and procedures, local contract review and negotiation, and limited familiarity with contract issues (excessive warranties, extra-territoriality, sweeping intellectual property claims and the like);
- Foreign currency exchange rate fluctuations and limits on the export of funds;
- Substantial communication barriers, including those arising from language, culture, custom and time zones; and
- Supervisory challenges arising from agreements, distance, physical absences and such communication barriers.

If any developments should occur with respect to any of those international risks and materially and adversely affect the Company's applicable international subsidiary, such developments could have a material adverse effect on the Company or its performance or condition (including its assets, business, 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), whether actual or as planned, intended, anticipated, estimated or otherwise expected.

**Item 1B. Unresolved Staff Comments**

None.

**Item 2. Properties**

The Company does not own any real property. The Company leases certain office space and storage facilities for its corporate headquarters, divisions and subsidiaries under various operating leases, which expire at various dates during the next seven years. These leases generally require the Company to pay rents at market rates, subject to periodic adjustments, plus other charges, including utilities, real estate taxes and common area maintenance. The Company believes that its relationships with its landlords generally to be good. However, as these leased facilities generally are used for offices and storage, the Company believes that other leased spaces could be readily found and utilized on similar terms should the need arise.

The Company maintains its corporate headquarters in approximately 4,000 square feet of leased office space located in White Plains, New York, under an operating lease with a term expiring November 30, 2022, and maintains its data processing center and warehouse at its regional office in Auburn Hills, Michigan, under an operating lease expiring October 31, 2020. The Company believes that its existing facilities are adequate for its current business. However, new facilities may be added should the need arise in the future.

The following is a list of the headquarter locations for the Company and its international subsidiaries:

**DOMESTIC:**

White Plains, NY (Corporate Headquarters)  
 Auburn Hills, MI  
 Albany, New York  
 Atlanta, Georgia

**INTERNATIONAL:**

Toronto, Ontario, Canada	Tokyo, Japan	Melbourne, Australia
Durban, South Africa	New Delhi, India	Istanbul, Turkey
Mexico City, Mexico	Shanghai, China	

**Item 3. Legal Proceedings**

The Company is a party to various legal actions and administrative proceedings arising in the normal course of business. In addition, the Company under the Prior Agreements was, and under the current negotiations of the Pending Agreements may continue to be, responsible for reimbursing SBS for the defense costs of legal actions and administrative proceedings arising from its provision of services to the Company. See *Dependence Upon and Cost of Services Provided by Affiliates*, in Part 1A – *Risk Factors*, above, Item 13 – *Certain Relationships and Related Transactions, and Director Independence*, above, and Note 10 to the Consolidated Financial Statements – *Related Party Transactions*, below. In the opinion of Company's management, disposition of these matters are not anticipated to have a material adverse effect on the Company or its estimated or desired assets, business, capital, cash flow, credit, expenses, financial condition, income, liabilities, liquidity, locations, marketing, operations, prospects, sales, strategies, taxation or other achievement, results or condition.

**Item 4. Mine Safety Disclosures**

Not applicable.

## PART II

### Item 5. Market for Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

#### *The Company's Capital Stock Generally*

SGRP's certificate of incorporation authorizes it to issue 47,000,000 shares of common stock with a par value of \$0.01 per share (the "SGRP Common Stock"), which all have the same voting, dividend and liquidation rights. SGRP Common Stock is traded on the Nasdaq Capital Market ("Nasdaq") under the symbol "SGRP". On December 31, 2015, the SGRP Common Stock closing price was \$1.02 per share; there were 20,561,022 shares of SGRP Common Stock issued and outstanding in the aggregate (which does not include Treasury Shares), which had an aggregate market value of \$21.0 million; there were 15,354,065 shares of SGRP Common Stock beneficially owned in the aggregate, which beneficial ownership included all shares then beneficially owned under currently exercisable vested options; there were 14,119,143 shares (or approximately 63.7%) of SGRP Common Stock beneficially owned by the officers, directors and affiliates of SGRP in the aggregate, which affiliated ownership included shares then beneficially owned under currently exercisable vested options and had an aggregate market value of \$14.4 million; and there were 6,811,247 shares (or approximately 30.7%) of SGRP Common Stock beneficially owned by non-affiliates of the Company in the aggregate (i.e., SGRP's public float), which float included shares then beneficially owned under currently exercisable warrants and vested options and had an aggregate market value of \$6.9 million. See Item 12 – *Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters*, below.

SGRP's certificate of incorporation also authorizes it to issue 3,000,000 shares of preferred stock with a par value of \$0.01 per share (the "SGRP Preferred Stock"), which may have such preferences and priorities over the SGRP Common Stock and other rights, powers and privileges as the Company's Board of Directors may establish in its discretion from time to time. The Company has created and authorized the issuance of a maximum of 3,000,000 shares of Series A Preferred Stock pursuant to SGRP's Certificate of Designation of Series "A" Preferred Stock (the "SGRP Series A Preferred Stock"), which preferred shares have dividend and liquidation preferences, have a cumulative dividend of 10% per year, are redeemable at the Company's option and are convertible at the holder's option (and without further consideration) on a one-to-one basis into SGRP Common Stock. 554,402 shares of SGRP Series A preferred stock were purchased in 2008 by affiliates of the Company and surrendered in 2011 for conversion into Common Stock and retirement of such preferred shares. See Item 13 – *Certain Relationships and Related Transactions, and Director Independence*, below, and Note 10 to the Consolidated Financial Statements – *Related Party Transactions*, below. After such retirement, 2,445,598 shares of SGRP Series A Preferred Stock remain authorized and available for issuance, which available amount could be further reduced by further issuance and subsequent retirement or conversion of such shares or by amendment to facilitate the creation of any other SGRP Preferred Series. At December 31, 2015, no shares of SGRP Series A Preferred Stock were issued and outstanding.

The holders of SGRP Common Stock and Series A Preferred Stock vote together for directors and other matters, other than matters pertaining only to the Series A Preferred Stock (such as amending SGRP's Certificate of Designation of Series "A" Preferred Stock) where only the holders of the Series A Preferred Stock are entitled to vote. For a more complete description of the SGRP Common Stock and SGRP Preferred Stock, director and officer exculpation and indemnification, absence of cumulative voting rights and certain other governance matters, please see "Our Capital Stock" on pages 8 through 12 of SGRP's Amendment No. 1 to its Registration Statement on Form S-3 as filed with the SEC on April 8, 2011.

#### *Price Range of Common Stock*

The following table sets forth the reported high and low sales prices of the Common Stock for the quarters indicated as reported on the Nasdaq Capital Market.

	20 15		20 14	
	High	Low	High	Low
First Quarter	\$ 1.70	\$ 1.35	\$ 2.17	\$ 1.81
Second Quarter	1.57	1.21	2.05	1.30
Third Quarter	2.23	1.03	1.98	1.27
Fourth Quarter	1.55	0.90	1.82	1.35



## Dividends

The Company has never declared or paid any cash dividends on its Common Stock and does not anticipate paying cash dividends on its Common Stock in the foreseeable future. The Company currently intends to retain future earnings to finance its operations and fund the growth of the business. Any payment of future dividends will be at the discretion of the Board of Directors of the Company and will depend upon, among other things, the Company's earnings, financial condition, capital requirements, level of indebtedness, contractual restrictions in respect to the payment of dividends and other factors that the Company's Board of Directors deems relevant.

## Share Repurchase Program

During 2015 the Company purchased a total of 78,356 shares of its common stock for an aggregate purchase price of \$108,711. There were no shares repurchased during the three months ended December 31, 2015. As of December 31, 2015, we have remaining authorization for the repurchase of up to 121,644 additional shares of our common stock.

The repurchases described above were made pursuant to the SPAR Group, Inc., 2012 Stock Repurchase Program (the "Repurchase Program"), as approved by SGRP's Audit Committee and adopted by its Board of Directors on August 8, 2012, and ratified on November 8, 2012. Under the Repurchase Program, SGRP may repurchase shares of its common stock through August 8, 2015, but not more than 500,000 shares in total, and those repurchases would be made from time to time in the open market and through privately-negotiated transactions, subject to general market and other conditions. On May 11, 2015, SGRP's Audit Committee approved and its Board of Directors adopted the 2015 Stock Repurchase Program extending the stock repurchase plan until May 31, 2018, allowing a total of 532,235 shares to be repurchased. SGRP does not intend to repurchase any shares in the market during any blackout period applicable to its officers and directors under the SPAR Group, Inc. Statement of Policy Regarding Personal Securities Transactions in SGRP Stock and Non-Public Information As Adopted, Restated, Effective and Dated as of May 1, 2004, and As Further Amended Through March 10, 2011 (other than purchases that would otherwise be permitted under the circumstances for anyone covered by such policy). The Company anticipates continuing its Repurchase Program throughout 2016.

## SGRP Common Stock Issuances

SGRP did not issue any SGRP Common Stock during 2014 or 2015 other than pursuant to its existing registered stock compensation and stock purchase plans (See Note 11 to the Consolidated Financial Statements— *Stock Based Compensation* ).

## Equity Compensation Plans

The following table gives information about the Company's Common Stock that may be issued upon exercise of options, warrants and rights under all of the Company's existing equity compensation plans as of December 31, 2015:

<b>Plan Category</b>	<b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b>	<b>Weighted average exercise price of outstanding options, warrants and rights</b>	<b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b>
	(a)	(b)	(c)
Equity compensation plans approved by shareholders:			
2008 Stock Compensation Plan (1)	2,966,494	\$ 1.05	1,200,000
Total of Equity Compensation Plans	2,966,494	\$ 1.05	1,200,000

(1) Awards under the 2008 Stock Compensation Plan may be in the form of stock options, stock appreciation rights, restricted stock units, performance share awards, director stock purchase rights and deferred stock units; or any combination thereof.

**Item 6. Selected Financial Data**

Not applicable.

**Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations, Liquidity and Capital Resources**

*This "Management's Discussion and Analysis of Financial Condition and Results of Operations" and other items in this Annual Report on Form 10-K for the year ended December 31, 2015 (this "Annual Report"), contains "forward-looking statements" made by SPAR Group, Inc. ("SGRP", and together with its subsidiaries, the "SPAR Group" or the "Company") and was filed on March 30, 2016, by SGRP with the Securities and Exchange Commission (the "SEC"). There also are "forward looking statements" contained in SGRP's definitive Proxy Statement respecting its Annual Meeting of Stockholders to be held on or about May 19, 2016 (the "Proxy Statement"), which SGRP expects to file with the SEC on or about April 25, 2016, 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 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 Annual Report may include (without limitation) any expectations, guidance or other information respecting the pursuit or achievement of the Company's five corporate objectives (growth, customer value, employee development, productivity & efficiency, and earnings per share), building upon the Company's strong foundation, leveraging compatible global opportunities, improving on the value we already deliver to customers, our growing client base, continuing balance sheet strength, customer contract expansion, growing revenues and becoming profitable through organic growth and acquisitions, attracting new business that will increase SPAR Group's revenues, improving product mix, continuing to maintain or reduce costs and consummating any transactions. The Company's forward-looking statements also include, in particular and without limitation, those made in "Business", "Risk Factors" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" in this 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" 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 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, 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 the Company's Common Stock.*

*You should carefully review the risk factors described in this Annual Report (See Item 1A – Risk Factors) and any other risks, cautions or information made, contained or noted in or incorporated by reference into this 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.*

## **Overview**

SPAR Group, Inc. ("SGRP"), and its subsidiaries (together with SGRP, the "SPAR Group" or the "Company"), 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, primarily in mass merchandisers, office supply, grocery, drug store, home improvement, independent, convenience and electronics stores, as well as providing furniture and other product assembly services in stores, homes and offices. The Company has supplied these 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 2001. Today the Company operates in 9 countries that encompass approximately 50% of the total world population through operations in the United States, Canada, Japan, South Africa, India, China, Australia, Mexico and Turkey.

## **Critical Accounting Policies & Estimates**

The Company's critical accounting policies, including the assumptions and judgments underlying them, are disclosed in the Note 2 to the Consolidated Financial Statements - *Summary of Significant Accounting Policies*. These policies have been consistently applied in all material respects and address such matters as revenue recognition, depreciation methods, asset impairment recognition, consolidation of subsidiaries and other companies. While the estimates and judgments associated with the application of these policies may be affected by different assumptions or conditions, the Company believes the estimates and judgments associated with the reported amounts are appropriate in the circumstances. Five of the Company's critical accounting policies are impairment of long-lived assets, consolidation of subsidiaries, revenue recognition, allowance for doubtful accounts, and internal use software development costs.

## **Impairment of Long-Lived Assets**

The Company continually monitors events and changes in circumstances that could indicate that the carrying amounts of the Company's property and equipment and intangible assets subjected to amortization may not be recoverable. When indicators of potential impairment exist, the Company assesses the recoverability of the assets by estimating whether the Company will recover its carrying value through the undiscounted future cash flows generated by the use of the asset and its eventual disposition. Based on this analysis, if the Company does not believe that it will be able to recover the carrying value of the asset, the Company records an impairment loss to the extent that the carrying value exceeds the estimated fair value of the asset. If any assumptions, projections or estimates regarding any asset change in the future, the Company may have to record an impairment to reduce the net book value of such individual asset.

## **Accounting for Joint Venture Subsidiaries**

For the Company's less than wholly owned joint venture subsidiaries, the Company first analyzes to determine if a joint venture subsidiary is a variable interest entity (a "VIE") in accordance with ASC 810 and if so, whether the Company is the primary beneficiary requiring consolidation. A VIE is an entity that has (i) insufficient equity to permit it to finance its activities without additional subordinated financial support or (ii) equity holders that lack the characteristics of a controlling financial interest. VIEs are consolidated by the primary beneficiary, which is the entity that has both the power to direct the activities that most significantly impact the VIE's economic performance and the obligation to absorb losses or the right to receive benefits from the VIE that potentially could be significant to the owning entity. Variable interests are contractual, ownership, or other financial interests in a VIE that change with changes in the fair value of the VIE's net assets. The Company continuously re-assesses at each level of the joint venture subsidiary whether the entity is (i) a VIE, and (ii) if so, whether the Company is the primary beneficiary of the VIE. If it was determined that an entity in which the Company holds an interest qualified as a VIE and the Company was the primary beneficiary, it would be consolidated.

The Company has analyzed each of its joint venture subsidiaries to determine whether it is a VIE. The Company owns 51% of the equity interest in these subsidiaries, the other 49% is owned by local unrelated third parties, and the joint venture agreements with those third parties generally provide each venturer with equal voting rights. Based on these and other factors, the Company has determined that each joint venture subsidiary is a VIE and that Company is the primary beneficiary. Accordingly, the Company consolidates each joint venture subsidiary under the VIE rules and reflects the 49% interests of the local third party owners in the consolidated financial statements as non-controlling interests. The Company records these non-controlling interests at their initial fair value, adjusting the basis prospectively for their share of the respective consolidated investments' net income or loss or equity contributions and distributions. These non-controlling interests are not redeemable by the equity holders and are presented as part of permanent equity. Income and losses are allocated to the non-controlling interest holder based on its economic ownership percentage.

### **Revenue Recognition**

The Company's services are provided to its clients under contracts or agreements. The Company bills its clients based upon service fee or per unit fee arrangements. Revenues under service fee arrangements are recognized when the service is performed. The Company's per unit fee arrangements provide for fees to be earned based on the retail sales of a client's products to consumers. The Company recognizes per unit fees in the period such amounts become determinable and are reported to the Company. Customer deposits, which are considered advances on future work, are recorded as revenue in the period services are provided.

### **Doubtful Accounts and Credit Risks**

The Company continually monitors the collectability of its accounts receivable based upon current client credit information and financial condition. Balances that are deemed to be uncollectible after the Company has attempted reasonable collection efforts are written off through a charge to the bad debt allowance and a credit to accounts receivable. Accounts receivable balances, net of any applicable reserves or allowances, are stated at the amount that management expects to collect from the outstanding balances. The Company provides for probable uncollectible amounts through a charge to earnings and a credit to bad debt allowance based in part on management's assessment of the current status of individual accounts. Based on management's assessment, the Company established an allowance for doubtful accounts of \$542,000 and \$259,000 at December 31, 2015, and 2014, respectively. Bad debt expense was \$388,000 and \$115,000 for the years ended December 31, 2015 and 2014, respectively.

### **Internal Use Software Development Costs**

The Company capitalizes certain costs associated with its internally developed software. Specifically, the Company capitalizes the costs of materials and services incurred in developing or obtaining internal use software. These costs include (but are not limited to) the cost to purchase software, the cost to write program code, payroll and related benefits and travel expenses for those employees who are directly involved with and who devote time to the Company's software development projects. Capitalized software development costs are amortized over three years on a straight-line basis.

The Company capitalized \$1,294,000 and \$1,082,000 of costs related to software developed for internal use in 2015 and 2014, respectively, and recognized approximately \$1,027,000 and \$895,000 of amortization of capitalized software for the years ended December 31, 2015 and 2014, respectively.

### **Results of Operations**

The following table sets forth selected financial data and such data as a percentage of net revenues for the years indicated (dollars in millions).

	<b>Year Ended December 31,</b>			
	<b>201 5</b>	<b>%</b>	<b>201 4</b>	<b>%</b>
Net revenues	\$ 119.3	100.0%	\$ 122.0	100.0%
Cost of revenues	90.0	75.5	91.6	75.1
Selling, general & administrative expense	24.1	20.2	25.3	20.8
Depreciation & amortization	1.9	1.6	1.8	1.4
Interest expense, net	0.2	0.2	0.1	0.1
Other (income) expense, net	(0.2)	(0.2)	(0.3)	(0.2)
Income before income taxes	3.3	2.7	3.5	2.8
Income tax (benefit) expense	0.8	0.7	(0.9)	(0.8)
Net income	2.5	2.0	4.4	3.6
Net income attributable to non-controlling interest	1.6	1.3	1.1	0.9
Net income attributable to SPAR Group, Inc.	\$ 0.9	0.7%	\$ 3.3	2.7%

## **Results of operations for the year ended December 31, 2015, compared to the year ended December 31, 2014**

### **Net Revenues**

Net revenues for the year ended December 31, 2015, were \$119.3 million compared to \$122.0 million for the year ended December 31, 2014, a decrease of \$2.7 million or 2.2%.

Domestic net revenues totaled \$43.6 million in the year ended December 31, 2015, compared to \$46.4 million for the same period in 2014. Domestic net revenues decreased by \$2.8 million or 6.0% primarily attributable to a decline in the growth from the Company's syndicated services and project work.

International net revenues totaled \$75.7 million for the year ended December 31, 2015, compared to \$75.6 million for the year ended December 31, 2014, an increase of \$0.1 million or 0.1%. The increase in 2015 international net revenues was in China primarily due to the 2014 acquisition of Unilink and increased volume in South Africa partially offset by Japan and Turkey. Foreign currency had a \$10.3 million or 13.6% negative impact.

### **Cost of Revenues**

The Company's cost of revenues consists of its in-store labor and field management wages, related benefits, travel and other direct labor-related expenses and was 75.5% in 2015 compared to 75.1% of net revenues for the year ended December 31, 2014.

Domestic cost of revenues was 68.9% and 68.5% for the years ended December 31, 2015 and December 31, 2014. Approximately 83% of the Company's domestic cost of revenues in the years ended December 31, 2015 and 2014, resulted from in-store merchandiser specialist and field management services purchased from certain of the Company's affiliates, SPAR Business Services, Inc. ("SBS"), and SPAR Administrative Services, Inc. ("SAS") (See Item 13 - *Certain Relationships and Related Transactions, and Director Independence*, below, and Note 10 to the Consolidated Financial Statements - *Related Party Transactions*).

Internationally, cost of revenue as a percent of net revenue increased to 79.3% of international net revenues for the year ended December 31, 2015, compared to 79.2% of international net revenues for the year ended December 31, 2014. The international cost of revenue percentage increase of 0.1 percentage points was primarily due to the better financial performance in South Africa.

### **Selling, General and Administrative Expenses**

Selling, general and administrative expenses of the Company include its corporate overhead, project management, information technology, executive compensation, human resources, legal and accounting expenses. Selling, general and administrative expenses were approximately \$24.1 million and \$25.3 million for the years ended December 31, 2015 and 2014, respectively.

Domestic selling, general and administrative expenses totaled \$11.6 million for the year ended December 31, 2015 compared to \$12.0 million for the year ended December 31, 2014. The decrease of approximately \$400,000 was due primarily to lower travel and stock compensation expenses.

International selling, general and administrative expenses totaled \$12.5 million for the year ended December 31, 2015 compared to \$13.3 million for the year ended December 31, 2014. The decrease of approximately \$0.8 million was primarily attributable to cost cutting measures in Australia, Mexico, Japan and Canada and is partially offset by higher costs in China.

### **Depreciation and Amortization**

Depreciation and amortization expenses totaled \$1.9 million for the year ended December 31, 2015 compared to \$1.8 million for the year ended December 31, 2014. The increase was primarily due to higher capital expenditures.

### **Interest Expense**

The Company's interest expense was \$214,000 and \$158,000 for the years ended December 31, 2015 and 2014, respectively.

### **Other Income**

Other income was \$243,000 for the year ended December 31, 2015, compared to \$292,000 for the year ended December 31, 2014.

## **Income Taxes**

The income tax provision for the years ended December 31, 2015 and 2014 was an expense of \$0.8 million and a benefit of \$0.9 million, respectively. The tax benefit in 2014 of \$0.9 million was a direct result of the Company's decision to reverse \$1.9 million or 100% of its valuation allowance at December 31, 2014, partially offset by domestic state taxes and for tax provisions related to certain international profits. The Company recognized minimum federal tax provisions in 2015 and 2014 as the Company utilized operating loss carry forwards in both years, which were previously offset by valuation allowances.

As of December 31, 2015, the Company's deferred tax assets were primarily the result of U.S. net operating loss carryforwards. A valuation allowance of \$1.9 million was recorded against the Company's gross deferred tax asset balance as of December 31, 2014.

At December 31, 2015, and December 31, 2014, the Company has Federal and State NOL carryforwards of \$7.9 million and \$8.4 million, respectively, which if unused will expire in years 2017 through 2029.

## **Non-controlling Interest**

Net operating profits from the non-controlling interests, relating to the Company's 51% owned subsidiaries, resulted in a reduction of net income attributable to SPAR Group, Inc. of \$1,583,000 and \$1,103,000 for the years ended December 31, 2015 and 2014, respectively.

## **Net Income**

The Company reported a net income attributable to SPAR Group, Inc. of \$0.9 million for the year ended December 31, 2015, or \$0.04 per diluted share, compared to a net income of \$3.3 million for the year ended December 31, 2014, or \$0.15 per diluted share, based on diluted shares outstanding of 21.6 and 21.8 million at December 31, 2015, and 2014, respectively.

## **Off Balance Sheet Arrangements**

None.

## **Liquidity and Capital Resources**

For the years ended December 31, 2015 and 2014, the Company had net income before non-controlling interest of \$2.5 million and \$4.4 million, respectively.

Net cash provided by operating activities was \$4.9 million and \$2.1 million for the years ended December 31, 2015 and 2014, respectively. Net income during 2015 and decreases in accounts receivable were partially offset by decreases in accounts payable and accrued expenses.

Net cash used in investing activities for the years ended December 31, 2015 and 2014, was approximately \$1.6 million and \$1.7 million, respectively. The net cash used in investing activities during 2015 was attributable to fixed asset additions, primarily capitalized software.

Net cash used in financing activities for the year ended December 31, 2015 was approximately \$0.7 million compared to \$1.5 million provided by financing activities in 2014. Net cash used in financing activities during 2015 was primarily from distributions to non-controlling investors and net payments against lines of credit, and also purchases of treasury shares.

The above activity and the impact of foreign exchange rate changes resulted in an increase in cash and cash equivalents for the year ended December 31, 2015 of \$1.3 million.

At December 31, 2015, the Company had net working capital of \$16.8 million, as compared to net working capital of \$16.5 million at December 31, 2014. The Company's current ratio was 2.3 at December 31, 2015, compared to 2.1 at December 31, 2014.

**Credit Facilities:**

The Company is a party to various domestic and international credit facilities. See Note 4 to Consolidated Financial Statements – *Credit Facilities*, below.

Management believes that based upon the continuation of the Company's existing credit facilities, projected results of operations, vendor payment requirements and other financing available to the Company (including amounts due to affiliates), sources of cash availability should be manageable and sufficient to support ongoing operations over the next year. However, delays in collection of receivables due from any of the Company's major clients, or a significant reduction in business from such clients could have a material adverse effect on the Company's cash resources and its ongoing ability to fund operations.

**Item 7A. Quantitative and Qualitative Disclosures about Market Risk**

Not applicable.

**Item 8. Consolidated Financial Statements and Supplementary Data**

See Item 15 – *Exhibits and Financial Statement Schedule* of this Annual Report on Form 10-K.

**Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure**

None.

**Item 9A. Controls and Procedures****Management 's Report on Internal Control Over Financial Reporting**

The Company's management is responsible for establishing and maintaining adequate internal control over financial reporting for the registrant, as such term is defined in Exchange Act Rules 13a-15(f) and 15d-15(f). Management has designed such internal control over financial reporting by the Company to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America ("U.S. GAAP").

The Company's management has evaluated the effectiveness of the Company's internal control over financial reporting using the "Internal Control – Integrated Framework (2013)" created by the Committee of Sponsoring Organizations of the Treadway Commission ("COSO") framework. Based on this evaluation, management has concluded that internal controls over financial reporting were effective as of December 31, 2015.

Under applicable Securities Law, the Company is not required to obtain an attestation report from the Company's independent registered public accounting firm regarding internal control over financial reporting, and accordingly, such an attestation has not been obtained or included in this Annual Report.

**Management 's Evaluation of Disclosure Controls and Procedures**

The Company's chief executive officer and chief financial officer have each reviewed and evaluated the effectiveness of the Company's disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) as of the end of the period covered by this report, as required by Exchange Act Rules 13a-15(b) and Rule 15d-15(b). Based on that evaluation, the chief executive officer and chief financial officer have each concluded that the Company's current disclosure controls and procedures are effective to insure that the information required to be disclosed by the Company in reports it files, or submits under the Exchange Act were recorded, processed, summarized and reported within the time period specified in the Commission's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by an issuer in the reports that it files or submits under the Exchange Act is accumulated and communicated to the issuer's management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure.



**Changes in Internal Controls**

There have been no changes in the Company's internal controls over financial reporting that occurred during the Company's fourth quarter of its 2015 fiscal year that materially affected, or are reasonably likely to materially affect, the Company's internal controls over financial reporting.

**Item 9B. Other Information**

None.

## PART III

### **Item 10. Directors, Executive Officers and Corporate Governance**

Reference is made to the information set forth in SGRP's definitive Proxy Statement respecting its Annual Meeting of Stockholders currently scheduled to be held on May 19, 2016, as and when filed with the SEC (which SGRP plans to file pursuant to Regulation 14A in April of 2016, but not later than 120 days after the end of the Company's 2015 fiscal year), which information is incorporated by reference to this Annual Report. Notwithstanding the foregoing, information appearing in the sections in such Proxy Statement entitled "PROPOSAL 3 - ADVISORY VOTE ON EXECUTIVE COMPENSATION", "PROPOSAL 4 - ADVISORY VOTE ON THE FREQUENCY THAT THE CORPORATION HOLDS THE ADVISORY VOTE ON EXECUTIVE COMPENSATION", and "Audit Committee Report" shall not be deemed to be incorporated by reference in this Annual Report.

### **Item 11. Executive Compensation**

Reference is made to the information set forth in SGRP's definitive Proxy Statement respecting its Annual Meeting of Stockholders currently scheduled to be held on May 19, 2016, as and when filed with the SEC (which SGRP plans to file pursuant to Regulation 14A in April of 2016, but not later than 120 days after the end of the Company's 2015 fiscal year), which information is incorporated by reference to this Annual Report. Notwithstanding the foregoing, information appearing in the sections in such Proxy Statement entitled "PROPOSAL 3 - ADVISORY VOTE ON EXECUTIVE COMPENSATION", "PROPOSAL 4 - ADVISORY VOTE ON THE FREQUENCY THAT THE CORPORATION HOLDS THE ADVISORY VOTE ON EXECUTIVE COMPENSATION", and "Audit Committee Report" shall not be deemed to be incorporated by reference in this Annual Report.

### **Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Reference is made to the information set forth in SGRP's definitive Proxy Statement respecting its Annual Meeting of Stockholders currently scheduled to be held on May 19, 2016, as and when filed with the SEC (which SGRP plans to file pursuant to Regulation 14A in April of 2016, but not later than 120 days after the end of the Company's 2015 fiscal year), which information is incorporated by reference to this Annual Report. Notwithstanding the foregoing, information appearing in the sections in such Proxy Statement entitled "PROPOSAL 3 - ADVISORY VOTE ON EXECUTIVE COMPENSATION", "PROPOSAL 4 - ADVISORY VOTE ON THE FREQUENCY THAT THE CORPORATION HOLDS THE ADVISORY VOTE ON EXECUTIVE COMPENSATION", and "Audit Committee Report" shall not be deemed to be incorporated by reference in this Annual Report.

### **Securities Authorized for Issuance under Equity Compensation Plans**

Information regarding securities authorized for issuance under our equity compensation plans is contained in Part II, Item 5 of this Form 10-K.

### **Item 13. Certain Relationships and Related Transactions, and Director Independence**

Reference is made to the information set forth in SGRP's definitive Proxy Statement respecting its Annual Meeting of Stockholders currently scheduled to be held on May 19, 2016, as and when filed with the SEC (which SGRP plans to file pursuant to Regulation 14A in April of 2016, but not later than 120 days after the end of the Company's 2015 fiscal year), which information is incorporated by reference to this Annual Report. Notwithstanding the foregoing, information appearing in the sections in such Proxy Statement entitled "PROPOSAL 3 - ADVISORY VOTE ON EXECUTIVE COMPENSATION", "PROPOSAL 4 - ADVISORY VOTE ON THE FREQUENCY THAT THE CORPORATION HOLDS THE ADVISORY VOTE ON EXECUTIVE COMPENSATION", and "Audit Committee Report" shall not be deemed to be incorporated by reference in this Annual Report.

### **Item 14. Principal Accountant Fees and Services**

Reference is made to the information set forth in SGRP's definitive Proxy Statement respecting its Annual Meeting of Stockholders currently scheduled to be held on May 19, 2016, as and when filed with the SEC (which SGRP plans to file pursuant to Regulation 14A in April of 2016, but not later than 120 days after the end of the Company's 2015 fiscal year), which information is incorporated by reference to this Annual Report. Notwithstanding the foregoing, information appearing in the sections in such Proxy Statement entitled "PROPOSAL 3 - ADVISORY VOTE ON EXECUTIVE COMPENSATION", "PROPOSAL 4 - ADVISORY VOTE ON THE FREQUENCY THAT THE CORPORATION HOLDS THE ADVISORY VOTE ON EXECUTIVE COMPENSATION", and "Audit Committee Report" shall not be deemed to be incorporated by reference in this Annual Report.

## PART IV

### Item 15. Exhibits and Financial Statement Schedule

#### 1. Index to Financial Statements filed as part of this report:

Reports of Independent Registered Public Accounting Firms	F-1
Consolidated Balance Sheets as of December 31, 2015 and 2014	F-2
Consolidated Statements of Income and Comprehensive Income for the years ended December 31, 2015 and 2014	F-3
Consolidated Statements of Equity for the years ended December 31, 2015 and 2014	F-4
Consolidated Statements of Cash Flows for the years ended December 31, 2015 and 2014	F-5
Notes to Consolidated Financial Statements	F-6

#### 2. Financial Statement Schedule

Schedule II - Valuation and Qualifying Accounts for the years ended December 31, 2015 and 2014	F-30
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#### 3. Exhibits

<b>Exhibit Number</b>	<b>Description</b>
3.1	Certificate of Incorporation of SPAR Group, Inc. (referred to therein under its former name of PIA Merchandising Services, Inc.), as amended ("SGRP"), incorporated by reference to SGRP's Registration Statement on Form S-1 (Registration No. 33-80429), as filed with the Securities and Exchange Commission ("SEC") on December 14, 1995 (the "Form S-1"), and the Certificate of Amendment filed with the Secretary of State of the State of Delaware on July 8, 1999 (which, among other things, changes SGRP's name to SPAR Group, Inc.), (incorporated by reference to Exhibit 3.1 to SGRP's Quarterly Report on Form 10-Q for the 3rd Quarter ended September 30, 1999).
3.2	Amended and Restated By-Laws of SPAR Group, Inc., as adopted on May 18, 2004, as amended through August 6, 2013 (incorporated by reference to SGRP's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 14, 2013).
3.3	Amended and Restated Charter of the Audit Committee of the Board of Directors of SPAR Group, Inc., adopted on May 18, 2004 (incorporated by reference to SGRP's Current Report on Form 8-K, as filed with the SEC on May 27, 2004).
3.4	Charter of the Compensation Committee of the Board of Directors of SPAR Group, Inc., adopted on May 18, 2004 (incorporated by reference to SGRP's Current Report on Form 8-K, as filed with the SEC on May 27, 2004).
3.5	Charter of the Governance Committee of the Board of Directors of SPAR Group, Inc., adopted on May 18, 2004 (incorporated by reference to SGRP's Current Report on Form 8-K, as filed with the SEC on May 27, 2004).
3.6	SPAR Group, Inc. Statement of Policy Respecting Stockholder Communications with Directors, adopted on May 18, 2004 (incorporated by reference to SGRP's Current Report on Form 8-K, as filed with the SEC on May 27, 2004).
3.7	SPAR Group, Inc. Statement of Policy Regarding Director Qualifications and Nominations, adopted on May 18, 2004 (incorporated by reference to SGRP's Current Report on Form 8-K, as filed with the SEC on May 27, 2004).

- 3.8 Certificate of Designation of Series "A" Preferred Stock of SPAR Group, Inc., As of March 28, 2008 (incorporated by reference to SGRP's Annual Report on Form 10-K for the fiscal year ended December 31, 2007, as filed with the SEC on March 31, 2008).
- 4.1 Registration Rights Agreement entered into as of January 21, 1992, by and between SGRP (as successor to, by merger in 1996 with, PIA Holding Corporation, f/k/a RVM Holding Corporation, the California Limited Partnership, The Riordan Foundation and Creditanstalt-Bankverine (incorporated by reference to the Form S-1).
- 4.2 Amended and Restated Series A Preferred Stock Subscription Agreement by and among SGRP, Robert G. Brown, William H. Bartels and SPAR Management Services, Inc., a Nevada corporation, dated September 30, 2008, and effective as of March 31, 2008 (incorporated by reference to SGRP's Current Report on Form 8-K dated October 6, 2008, as filed with the SEC on October 10, 2008).
- 4.3 Series A Preferred Stock Subscription Agreement by and among SGRP, SP/R Inc. Defined Benefit Pension Plan, acting through Robert G. Brown, its Trustee, WHB Services, Inc. Defined Benefit Trust, acting through William H. Bartels, its Trustee, and WHB Services, Inc. Investment Savings Trust, acting through William H. Bartels, its Trustee, affiliates of Mr. Robert G. Brown and Mr. William H. Bartels, dated September 30, 2008, and effective as of September 24, 2008 (incorporated by reference to SGRP's Current Report on Form 8-K dated October 6, 2008, as filed with the SEC on October 10, 2008).
- 4.4 SGRP's Offer to Exchange Certain Outstanding Stock Options for New Stock Options dated August 24, 2009 (incorporated by reference to Exhibits 99(a)(1)(A) through (G) of SGRP's Schedule TO dated August 24, 2009, as filed with the SEC on August 25, 2009 ("SGRP's SC TO-I").
- 4.5 SGRP's Common Stock Prospectus Dated April 8, 2011 (incorporated by reference to SGRP's Pre-Effective Amendment No. 4 to its Registration Statement on Form S-3 (Registration No. 333-162657) as filed with the SEC on April 7, 2011).
- 4.6 Form of SGRP's Common Stock Certificate (incorporated by reference to SGRP's Pre-Effective Amendment No. 1 to its Registration Statement on Form S-3 (Registration No. 333-162657) as filed with the SEC on February 7, 2011).
- 4.7 Form of SGRP's Preferred Stock Certificate (incorporated by reference to SGRP's Pre-Effective Amendment No. 1 to its Registration Statement on Form S-3 (Registration No. 333-162657) as filed with the SEC on February 7, 2011).
- 10.1 SPAR Group, Inc. 2008 Stock Compensation Plan, effective as of May 29, 2008, and as amended through May 28, 2009 (the "SGRP 2008 Plan") (incorporated by reference to SGRP's Current Report on Form 8-K dated June 4, 2009, as filed with the SEC on June 4, 2009).
- 10.2 Summary Description and Prospectus dated August 24, 2009, respecting the SPAR Group, Inc. 2008 Stock Compensation Plan, as amended (incorporated by reference to Exhibit 99(a)(1)(G) to SGRP's SC TO-I).
- 10.3 Form of Nonqualified Stock Option Contract for new awards under the SGRP 2008 Plan (incorporated by reference to SGRP's first and final amendment to its SC TO-I on Schedule TO I/A dated October 20, 2009, as filed with the SEC on October 22, 2009).
- 10.4 2000 Stock Option Plan, as amended through May 16, 2006 (incorporated by reference to SGRP's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006, as filed with the SEC on November 14, 2006).
- 10.5 2001 Employee Stock Purchase Plan (incorporated by reference to SGRP's Proxy Statement for SGRP's annual stockholders meeting held on August 2, 2001, as filed with the SEC on July 12, 2001).
- 10.6 2001 Consultant Stock Purchase Plan (incorporated by reference to SGRP's Proxy Statement for SGRP's Annual meeting held on August 2, 2001, as filed with the SEC on July 12, 2001).
- 10.7 Amended and Restated Change in Control Severance Agreement between William H. Bartels and SGRP, dated as of December 22, 2008 (incorporated by reference to SGRP's Annual Report on Form 10-K for the year ended December 31, 2009, as filed with the SEC on April 15, 2010).

- 10.8 Amended and Restated Change in Control Severance Agreement between Gary S. Raymond and SGRP, dated as of December 30, 2008 (incorporated by reference to SGRP's Annual Report on Form 10-K for the year ended December 31, 2009, as filed with the SEC on April 15, 2010).
- 10.9 Amended and Restated Change in Control Severance Agreement between Kori G. Belzer and SGRP, dated as of December 31, 2008 (incorporated by reference to SGRP's Annual Report on Form 10-K for the year ended December 31, 2009, as filed with the SEC on April 15, 2010).
- 10.10 Amended and Restated Change in Control Severance Agreement between Patricia Franco and SGRP, dated as of December 31, 2008 (incorporated by reference to SGRP's Annual Report on Form 10-K for the year ended December 31, 2009, as filed with the SEC on April 15, 2010).
- 10.11 Amended and Restated Change in Control Severance Agreement between James R. Segreto and SGRP, dated as of December 20, 2008 (incorporated by reference to SGRP's Annual Report on Form 10-K for the year ended December 31, 2009, as filed with the SEC on April 15, 2010).
- 10.12 Amended and Restated Field Service Agreement dated and effective as of January 1, 2004, by and between SPAR Marketing Services, Inc., and SPAR Marketing Force, Inc. (incorporated by reference to SGRP's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004, as filed with the SEC on May 21, 2004).
- 10.13 First Amendment to Amended and Restated Field Service Agreement between SPAR Marketing Services, Inc., a Nevada corporation, and SPAR Marketing Force, Inc., a Nevada corporation ("SME"), dated September 30, 2008, and effective as of September 24, 2008 (the "First Amendment") (incorporated by reference to SGRP's Current Report on Form 8-K dated October 6, 2008, as filed with the SEC on October 10, 2008).
- 10.14 Amended and Restated Field Management Agreement dated and effective as of January 1, 2004, by and between SPAR Management Services, Inc., and SPAR Marketing Force, Inc. (incorporated by reference to SGRP's Quarterly Report on Form 10-Q for the quarter ended March 31, 2004, as filed with the SEC on May 21, 2004).
- 10.15 Amended and Restated Programming and Support Agreement by and between SPAR Marketing Force, Inc. and SPAR Infotech, Inc., dated and effective as of September 15, 2007 (incorporated by reference to SGRP's Current Report on Form 8-K, as filed with the SEC on November 14, 2007).
- 10.16 Trademark License Agreement dated as of July 8, 1999, by and between SPAR Marketing Services, Inc., and SPAR Trademarks, Inc. (incorporated by reference to SGRP's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, as filed with the SEC on March 31, 2003).
- 10.17 Trademark License Agreement dated as of July 8, 1999, by and between SPAR Infotech, Inc., and SPAR Trademarks, Inc. (incorporated by reference to SGRP's Annual Report on Form 10-K for the fiscal year ended December 31, 2002, as filed with the SEC on March 31, 2003).
- 10.18 Joint Venture Agreement dated as of March 29, 2006, by and between FACE AND COSMETIC TRADING SERVICES PTY LIMITED and SPAR International, Ltd., respecting the Company's subsidiary in Australia (incorporated by reference to SGRP's Annual Report on Form 10-K for the fiscal year ended December 31, 2006, as filed with the SEC on April 2, 2007).
- 10.19 Joint Venture Shareholders Agreement between Friedshelf 401 (Proprietary) Limited, SPAR Group International, Inc., Derek O'Brien, Brian Mason, SMD Meridian CC, Meridian Sales & Mnrechandisign (Western Cape) CC, Retail Consumer Marketing CC, Merhold Holding Trust in respect of SGRP Meridian (Proprietary) Limited, dated as of June 25, 2004, respecting SGRP's consolidated subsidiary in South Africa (incorporated by reference to SGRP's Annual Report on Form 10-K for the fiscal year ended December 31, 2004, as filed with the SEC on April 12, 2005).
- 10.20 Joint Venture Agreement dated as of September 3, 2012, by and between Combined Manufacturers National (Pty) Ltd and SGRP Meridian (Pty) Ltd, respecting SGRP's additional consolidated subsidiary in South Africa (incorporated by reference to SGRP's Annual Report on Form 10-K, as filed with the SEC on April 2, 2013).

- 10.21 Joint Venture Agreement dated as of August 2, 2011, by and among Todopromo, S.A. de C.V., Sepeme, S.A. de C.V., Top Promoservicios, S.A. de C.V., Conapad, S.C., Mr. Juan Francisco Medina Domenzain, Mr. Juan Francisco Medina Staines, Mr. Jorge Carlos Medina Staines, Mr. Julio Cesar Hernandez Vanegas, and SPAR Group International, Inc., respecting SGRP's consolidated subsidiary in Mexico (incorporated by reference to SGRP's Annual Report on Form 10-K, as filed with the SEC on April 2, 2013).
- 10.22 Joint Venture Agreement dated as of August 30, 2012, by and between National Merchandising of America, Inc., a Georgia corporation, SPAR NMS Holdings, Inc., a Nevada corporation and consolidated subsidiary of SGRP, and National Merchandising Services, LLC, a Nevada limited liability company and consolidated subsidiary of SGRP (incorporated by reference to SGRP's Quarterly Report on Form 10-Q, as filed with the SEC on November 9, 2012).
- 10.23 Field Services Agreement dated as of September 1, 2012, between National Merchandising of America, Inc., a Georgia corporation, and National Merchandising Services, LLC, a Nevada limited liability company and consolidated subsidiary of SGRP (incorporated by reference to SGRP's Quarterly Report on Form 10-Q, as filed with the SEC on November 9, 2012).
- 10.24 Asset Purchase Agreement dated as of March 15, 2013, between Market Force Information, Inc., a Delaware corporation, and SPAR Marketing Force, Inc., a Nevada corporation and consolidated subsidiary of SGRP (incorporated by reference to SGRP's Current Report on Form 8-K, as filed with the SEC on March 20, 2013).
- 10.25 Master Field Services Agreement dated as of August 1, 2013, between National Retail Source, LLC, a Georgia limited liability company and affiliate of SGRP, and National Merchandising Services, LLC, a Nevada limited liability company and consolidated subsidiary of SGRP (incorporated by reference to SGRP's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 14, 2013).
- 10.26 Share Purchase Agreement (respecting equity and debt interests in SPAR Business Ideas Provider S.R.L.) dated as of August 31, 2013, between SPAR InfoTech, Inc. ("SIT"), a Nevada corporation and affiliate of SGRP, and SPAR International Ltd. ("SPAR Cayman"), a Cayman Islands corporation and consolidated subsidiary of SGRP (incorporated by reference to SGRP's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 14, 2013).
- 10.27 Revolving Loan and Security Agreement dated as of July 6, 2010 (the "Sterling Loan Agreement"), by and among SGRP, and certain of its direct and indirect subsidiaries, namely SPAR Incentive Marketing, Inc., PIA Merchandising Co., Inc., Pivotal Sales Company, National Assembly Services, Inc., SPAR/Burgoyne Retail Services, Inc., SPAR Group International, Inc., SPAR Acquisition, Inc., SPAR Trademarks, Inc., SPAR Marketing Force, Inc. and SPAR, Inc. (each a "Subsidiary Borrower", and together with SGRP, collectively, the "SPAR Sterling Borrowers"), and Sterling National Bank, as Agent (the "Sterling Agent"), and Sterling National Bank and Cornerstone Bank, as lenders (collectively, the "Sterling Lenders") (incorporated by reference to SGRP's Current Report on Form 8-K, as filed with the SEC on July 12, 2010).
- 10.28 Secured Revolving Loan Note in the original maximum principal amount of \$5,000,000 issued by the SPAR Sterling Borrowers to Sterling National Bank pursuant to (and governed by) the Sterling Loan Agreement and dated as of July 6, 2010 (incorporated by reference to SGRP's Current Report on Form 8-K, as filed with the SEC on July 12, 2010).
- 10.29 Secured Revolving Loan Note in the original maximum principal amount of \$1,500,000 issued by the SPAR Sterling Borrowers to Cornerstone Bank pursuant to (and governed by) the Sterling Loan Agreement and dated as of July 6, 2010 (incorporated by reference to SGRP's Current Report on Form 8-K, as filed with the SEC on July 12, 2010).
- 10.30 Limited Continuing Guaranty of the obligations of the SPAR Sterling Borrowers under the Sterling Loan Agreement from Robert G. Brown and William H. Bartels in favor of the Sterling Lenders dated as of July 6, 2010 (incorporated by reference to SGRP's Current Report on Form 8-K, as filed with the SEC on July 12, 2010).

- 10.31 Agreement of Amendment to Revolving Loan and Security Agreement And Other Documents dated as of September 1, 2011, and effective as of June 1, 2011, among the SPAR Sterling Borrowers, the Sterling Lenders and the Sterling Agent and confirmed by Robert G. Brown and William H. Bartels as guarantors (incorporated by reference to SGRP's Annual Report on Form 10-K, as filed with the SEC on March 21, 2012).
- 10.32 Second Agreement of Amendment to Revolving Loan and Security Agreement And Other Documents dated and effective as of July 1, 2012, among the SPAR Sterling Borrowers, the Sterling Lenders (including Cornerstone as a departing Lender), and the Sterling Agent (incorporated by reference to SGRP's Quarterly Report on Form 10-Q, as filed with the SEC on August 10, 2012).
- 10.33 Third Agreement of Amendment to Revolving Loan and Security Agreement And Other Documents dated as of February 8, 2013, and effective as of January 1, 2013, among the SPAR Sterling Borrowers, the Sterling Lenders and the Sterling Agent (incorporated by reference to SGRP's Annual Report on Form 10-K for the year ended December 31, 2012, as filed with the SEC on April 2, 2013).
- 10.34 Fourth Agreement of Amendment to Revolving Loan and Security Agreement And Other Documents, effective as of July 1, 2013, by and among Sterling National Bank, as "Lender" and "Agent", and SPAR Group, Inc., National Assembly Services, Inc., SPAR Group International, Inc., SPAR Acquisition, Inc., SPAR Trademarks, Inc., and SPAR Marketing Force, Inc., as "Borrower" (incorporated by reference to SGRP's Current Report on Form 8-K, as filed with the SEC on July 15, 2013).
- 10.35 Fifth Agreement of Amendment to Revolving Loan and Security Agreement And Other Documents, dated and effective as of October 30, 2013, by and among Sterling National Bank, as "Lender" and "Agent", and SPAR Group, Inc., National Assembly Services, Inc., SPAR Group International, Inc., SPAR Acquisition, Inc., SPAR Trademarks, Inc., and SPAR Marketing Force, Inc., each as an original "Borrower", and SPAR Canada, Inc., SPAR Canada Company and SPAR Wings & Ink Company, each as a "Borrower" newly added to such loan agreement by such amendment (incorporated by reference to SGRP's Quarterly Report on Form 10-Q for the quarter ended September 30, 2013, as filed with the SEC on November 14, 2013).
- 10.36 Sixth Agreement of Amendment to Revolving Loan and Security Agreement And Other Documents, dated and effective as of July 1, 2014, by and among Sterling National Bank, as "Lender" and "Agent", and SPAR Group, Inc., National Assembly Services, Inc., SPAR Group International, Inc., SPAR Acquisition, Inc., SPAR Trademarks, Inc., SPAR Marketing Force, Inc., SPAR Canada, Inc., and SPAR Canada Company, each as a "Borrower" under such loan agreement as of such amendment date (incorporated by reference to SGRP's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, as filed with the SEC on May 14, 2015).
- 10.37 Amended and Restated Secured Revolving Loan Note dated as of July 1, 2014, in the original maximum principal amount of \$7,500,000 issued to Sterling National Bank by SPAR Group, Inc., National Assembly Services, Inc., SPAR Group International, Inc., SPAR Acquisition, Inc., SPAR Trademarks, Inc., SPAR Marketing Force, Inc., SPAR Canada, Inc., and SPAR Canada Company, each as a "Borrower" under such note, pursuant to (and governed by) the Sterling Loan Agreement as amended (incorporated by reference to SGRP's Quarterly Report on Form 10-Q for the quarter ended March 31, 2015, as filed with the SEC on May 14, 2015).
- 10.38 Seventh Agreement of Amendment to Revolving Loan and Security Agreement And Other Documents, dated and effective as of September 28, 2015, by and among Sterling National Bank, as "Lender" and "Agent", and SPAR Group, Inc., SPAR National Assembly Services, Inc., SPAR Group International, Inc., SPAR Acquisition, Inc., SPAR Trademarks, Inc., SPAR Marketing Force, Inc., SPAR Canada, Inc., and SPAR Canada Company, each as a "Borrower" under such loan agreement as of such amendment date (as filed herewith).
- 10.39 Amended and Restated Secured Revolving Loan Note dated as of September 28, 2015, in the original maximum principal amount of \$8,500,000 issued to Sterling National Bank by SPAR Group, Inc., SPAR National Assembly Services, Inc., SPAR Group International, Inc., SPAR Acquisition, Inc., SPAR Trademarks, Inc., SPAR Marketing Force, Inc., SPAR Canada, Inc., and SPAR Canada Company, each as a "Borrower" under such note, pursuant to (and governed by) the Sterling Loan Agreement as amended (as filed herewith).

- 10.40 Confirmation of Credit Facilities Letter by Royal Bank of Canada in favor of SPAR Canada Company dated as of October 17, 2006 (incorporated by reference to SGRP's Annual Report on Form 10-K for the fiscal year ended December 31, 2006, as filed with the SEC on April 2, 2007).
- 10.41 General Security Agreement by SPAR Canada Company in favor of Royal Bank of Canada dated as of October 20, 2006 (incorporated by reference to SGRP's Annual Report on Form 10-K for the fiscal year ended December 31, 2006, as filed with the SEC on April 2, 2007).
- 10.42 Waiver Letter and Amendment by and between Royal Bank of Canada Company, dated as of March 31, 2008 (incorporated by reference to SGRP's Annual Report on Form 10-K, as filed with the SEC on March 31, 2008).
- 10.43 Letter of Offer dated September 29, 2011, and General Business Factoring Agreement (undated) between Oxford Funding Pty Ltd and SPARfacts Pty Ltd (incorporated by reference to SGRP's Annual Report on Form 10-K, as filed with the SEC on April 2, 2013).
- 14.1 Code of Ethical Conduct for the Directors, Senior Executives and Employees, of SPAR Group, Inc., Amended and Restated (as of) August 1, 2012 (incorporated by reference to SGRP's Quarterly Report on Form 10-Q, as filed with the SEC on November 9, 2012).
- 14.2 Statement of Policy Regarding Personal Securities Transactions in SGRP Stock and Non-Public Information, as amended and restated on May 1, 2004, and as further amended through March 10, 2011 (incorporated by reference to SGRP's Annual Report on Form 10-K for the year ended December 31, 2010, as filed with the SEC on March 15, 2011).
- 21.1 List of Subsidiaries (as filed herewith).
- 23.1 Consent of BDO USA, LLP (as filed herewith).
- 31.1 Certification of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (as filed herewith).
- 31.2 Certification of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (as filed herewith).
- 32.1 Certification of Chief Executive Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (as filed herewith).
- 32.2 Certification of Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (as filed herewith).
- 101.INS\* XBRL Instance
- 101.SCH\* XBRL Taxonomy Extension Schema
- 101.CAL\* XBRL Taxonomy Extension Calculation
- 101.DEF\* XBRL Taxonomy Extension Definition
- 101.LAB\* XBRL Taxonomy Extension Labels
- 101.PRE\* XBRL Taxonomy Extension Presentation

\* XBRL information is furnished and not filed or a part of a registration statement or prospectus for purposes of sections 11 or 12 of the Securities Act of 1933, as amended, is deemed not filed for purposes of section 18 of the Securities Exchange Act of 1934, as amended, and otherwise is not subject to liability under these sections.



**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to the report to be signed on its behalf by the undersigned, thereunto duly authorized.

SPAR Group, Inc.

By: /s/ Jill Blanchard  
Jill Blanchard  
Chief Executive Officer

Date: March 30, 2016

Pursuant to the requirements of the Securities Exchange Act of 1934, this amendment to the report has been signed below by the following persons on behalf of the Registrant and in the capacities indicated.

SIGNATURE	TITLE
<u>/s/ Jill Blanchard</u> Jill Blanchard Date: March 30, 2016	Chief Executive Officer and Director
<u>/s/ Robert G. Brown</u> Robert G. Brown Date: March 30, 2016	Chairman of the Board and Director
<u>/s/ William H. Bartels</u> William H. Bartels Date: March 30, 2016	Vice Chairman and Director
<u>/s/ Jack W. Partridge</u> Jack W. Partridge Date: March 30, 2016	Director
<u>/s/ Lorrence T. Kellar</u> Lorrence T. Kellar Date: March 30, 2016	Director
<u>/s/ C. Manly Molpus</u> C. Manly Molpus Date: March 30, 2016	Director
<u>/s/ Arthur B. Drogue</u> Arthur B. Drogue Date: March 30, 2016	Director
<u>/s/ R. Eric McCarthy</u> R. Eric McCarthy Date: March 30, 2016	Director
<u>/s/ James R. Segreto</u> James R. Segreto Date: March 30, 2016	Chief Financial Officer, Treasurer and Secretary (Principal Financial and Accounting Officer)

Report of Independent Registered Public Accounting Firm

Board of Directors and Stockholders  
SPAR Group, Inc. and Subsidiaries  
White Plains, New York

We have audited the accompanying consolidated balance sheets of SPAR Group, Inc. and Subsidiaries (the "Company") as of December 31, 2015 and 2014, and the related consolidated statements of income and comprehensive income (loss), equity and cash flows for the years then ended. In connection with our audits of the financial statements, we have also audited the financial statement schedule listed in the accompanying index. These consolidated financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Company is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audit included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements and schedule. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of SPAR Group, Inc. and Subsidiaries as of December 31, 2015 and 2014, and the results of their operations and their cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

Also, in our opinion, the financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ BDO USA, LLP  
Troy, Michigan  
March 30, 2016

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

	December 31 , 20 15	December 31, 20 14
<b>Assets</b>		
Current assets:		
Cash and cash equivalents	\$ 5,718	\$ 4,382
Accounts receivable, net	23,203	26,245
Deferred income taxes	529	464
Prepaid expenses and other current assets	661	868
Total current assets	<u>30,111</u>	<u>31,959</u>
Property and equipment, net	2,443	2,175
Goodwill	1,800	1,800
Intangible assets, net	2,551	3,149
Deferred income taxes	5,890	5,134
Other assets	611	353
Total assets	<u>\$ 43,406</u>	<u>\$ 44,570</u>
<b>Liabilities and equity</b>		
Current liabilities:		
Accounts payable	\$ 2,984	\$ 4,011
Accrued expenses and other current liabilities	7,082	8,149
Accrued expenses due to affiliates	78	487
Deferred income taxes	2,154	1,540
Customer deposits	503	659
Lines of credit and short-term loans	476	658
Total current liabilities	<u>13,277</u>	<u>15,504</u>
Long-term debt	<u>5,731</u>	<u>5,855</u>
Total liabilities	<u>19,008</u>	<u>21,359</u>
Commitments and contingencies – See Note 6		
Equity:		
SPAR Group, Inc. equity		
Preferred stock, \$.01 par value:		
Authorized and available shares– 2,445,598		
Issued and outstanding shares–		
None – December 31, 2015 and		
None – December 31, 2014		
Common stock, \$.01 par value:		
Authorized shares – 47,000,000		
Issued shares –		
20,680,717 – December 31, 2015 and December 31, 2014		
Treasury stock, at cost		
119,695 shares – December 31, 2015 and		
121,663 shares – December 31, 2014	(169)	(183)
Additional paid-in capital	15,871	15,519
Accumulated other comprehensive loss	(2,869)	(1,556)
Retained earnings	5,662	4,770
Total SPAR Group, Inc. equity	<u>18,702</u>	<u>18,757</u>
Non-controlling interest	<u>5,696</u>	<u>4,454</u>
Total equity	<u>24,398</u>	<u>23,211</u>
Total liabilities and equity	<u>\$ 43,406</u>	<u>\$ 44,570</u>

See accompanying notes to the consolidated financial statements .

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

	Year Ended December 31,	
	2015	2014
Net revenues	\$ 119,279	\$ 122,021
Cost of revenues	90,015	91,671
Gross profit	29,264	30,350
Selling, general and administrative expense	24,094	25,308
Depreciation and amortization	1,905	1,753
Operating income	3,265	3,289
Interest expense	214	158
Other income, net	(243)	(292)
Income before income tax expense	3,294	3,423
Income tax expense (benefit)	819	(948)
Net income	2,475	4,371
Net income attributable to non-controlling interest	(1,583)	(1,103)
Net income attributable to SPAR Group, Inc.	\$ 892	\$ 3,268
Basic income per common share:	\$ 0.04	\$ 0.16
Diluted income per common share:	\$ 0.04	\$ 0.15
Weighted average common shares – basic	20,559	20,578
Weighted average common shares – diluted	21,573	21,830
Net income	\$ 2,475	\$ 4,371
Other comprehensive loss:		
Foreign currency translation adjustments	(1,313)	(525)
Comprehensive income	1,162	3,846
Comprehensive income attributable to non-controlling interest	(1,583)	(1,103)
Comprehensive (loss) income attributable to SPAR Group, Inc.	\$ (421)	\$ 2,743

*See accompanying notes to the consolidated financial statements.*

**SPAR Group, Inc. and Subsidiaries**  
**Consolidated Statements of Equity**  
*(In thousands)*

	Common Stock		Treasury Stock		Additional Paid-In Capital	Accumulated Other Comprehensive Loss	Retained Earnings ( Deficit )	Non- Controlling Interest	Total Equity
	Shares	Amount	Shares	Amount					
Balance at January 1, 2014	20,681	\$ 207	182	\$ (356)	\$ 15,339	\$ (1,031)	\$ 1,654	\$ 2,743	\$ 18,556
Share-based compensation	–	–	–	–	655	–	–	–	655
Exercise of stock options	–	–	(95)	187	(133)	–	–	–	54
Change in non-controlling interest related to business acquisition	–	–	–	–	–	–	–	720	720
Distributions to non- controlling investors	–	–	–	–	–	–	–	(112)	(112)
Net cash settlement of stock options	–	–	–	–	(187)	–	(152)	–	(339)
Purchase of treasury shares	–	–	115	(169)	–	–	–	–	(169)
Reissued treasury shares – RSUs	–	–	(80)	155	(155)	–	–	–	–
Other comprehensive loss	–	–	–	–	–	(525)	–	–	(525)
Net income	–	–	–	–	–	–	3,268	1,103	4,371
<b>Balance at December 31, 2014</b>	<b>20,681</b>	<b>207</b>	<b>122</b>	<b>(183)</b>	<b>15,519</b>	<b>(1,556)</b>	<b>4,770</b>	<b>4,454</b>	<b>23,211</b>
Share-based compensation	–	–	–	–	434	–	–	–	434
Exercise of stock options	–	–	(61)	95	(54)	–	–	–	41
Distributions to non- controlling investors	–	–	–	–	–	–	–	(341)	(341)
Purchase of treasury shares	–	–	78	(109)	–	–	–	–	(109)
Reissued treasury shares – RSUs	–	–	(19)	28	(28)	–	–	–	–
Other comprehensive loss	–	–	–	–	–	(1,313)	–	–	(1,313)
Net income	–	–	–	–	–	–	892	1,583	2,475
<b>Balance at December 31 , 2015</b>	<b>20,681</b>	<b>\$ 207</b>	<b>120</b>	<b>\$ (169)</b>	<b>\$ 15,871</b>	<b>\$ (2,869)</b>	<b>\$ 5,662</b>	<b>\$ 5,696</b>	<b>\$ 24,398</b>

See accompanying notes to the consolidated financial statements.

**SPAR Group, Inc. and Subsidiaries**  
**Consolidated Statements of Cash Flows**  
*(In thousands)*

	Year Ended December 31,	
	20 15	20 14
<b>Operating activities</b>		
Net income	\$ 2,475	\$ 4,371
Adjustments to reconcile net income to net cash provided by operating activities		
Depreciation and amortization	1,905	1,753
Bad debt expense, net of recoveries	388	115
Deferred income tax benefit	(207)	(1,702)
Share based compensation	434	655
Changes in operating assets and liabilities, net of business acquisitions and disposition:		
Accounts receivable, net	2,792	(4,789)
Prepaid expenses and other assets	(62)	(313)
Accounts payable	(1,105)	(256)
Accrued expenses, other current liabilities and customer deposits	(1,730)	2,263
Net cash provided by operating activities	<u>4,890</u>	<u>2,097</u>
<b>Investing activities</b>		
Purchases of property and equipment and capitalized software	(1,575)	(1,326)
Purchase of Unilink	-	(375)
Net cash used in investing activities	<u>(1,575)</u>	<u>(1,701)</u>
<b>Financing activities</b>		
Net (payments) borrowing on lines of credit	(226)	2,222
Proceeds from stock options exercised	41	54
Net cash settlement of stock options	-	(339)
Payments on term debt	(24)	(24)
Payments on capital lease obligations	-	(109)
Purchase of treasury shares	(109)	(169)
Distribution to non-controlling investors	(341)	(110)
Net cash (used in) provided by financing activities	<u>(659)</u>	<u>1,525</u>
Effect of foreign exchange rate changes on cash	(1,320)	(353)
Net change in cash and cash equivalents	<u>1,336</u>	<u>1,568</u>
Cash and cash equivalents at beginning of year	4,382	2,814
Cash and cash equivalents at end of year	<u>\$ 5,718</u>	<u>\$ 4,382</u>
<b>Supplemental disclosure of cash flows information</b>		
Interest paid	\$ 190	\$ 120
Income taxes paid	\$ 187	\$ 445
<b>Supplemental disclosure of non-cash financing activities</b>		
Fair value of contingent Unilink consideration	\$ -	\$ 375
Increase in non-controlling interest attributable to acquisition of Unilink subsidiary	\$ -	\$ 720

*See accompanying notes to the consolidated financial statements.*

## SPAR Group, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

#### 1. Business and Organization

The SPAR Group, Inc., a Delaware corporation ("SGRP"), and its subsidiaries (together with SGRP, the "SPAR Group" or the "Company"), is a supplier of merchandising and other marketing services throughout the United States and internationally. The Company also provides in-store event staffing, product sampling, audit services, furniture and other product assembly services, technology services and marketing research services. Assembly services are performed in stores, homes and offices while those other services are primarily performed in mass merchandisers, office supply, grocery, drug store, home improvement, independent, convenience and electronics stores.

Merchandising services primarily consist of regularly scheduled, special project and other product services provided at the store level, and the Company may be engaged by either the retailer or the manufacturer. Those services may 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. Other merchandising services include whole store or departmental product sets or resets, including new store openings, new product launches and in-store demonstrations, audit services, special seasonal or promotional merchandising, focused product support and product recalls. The Company also provides technology services and marketing research services.

The Company operates in 9 countries and divides its operations into two reportable segments: its Domestic Division, which provides those services in the United States of America since certain of its predecessors were formed in 1979, and its International Division, which began operations in May 2001 and provides similar merchandising, marketing, audit and in-store event staffing services in Japan, Canada, South Africa, India, China, Australia, Mexico and Turkey.

The Company continues to focus on expanding its merchandising and marketing services business throughout the world.

The Company's Domestic Division provides nationwide merchandising and other marketing services throughout the United States of America primarily on behalf of consumer product manufacturers and retailers at mass merchandisers, office supply, grocery, drug store, home improvement, independent, convenience and electronics stores. Included in its clients are home entertainment, general merchandise, health and beauty care, consumer goods and food products companies.

The Company's international business in each territory outside the United States is conducted through a foreign subsidiary incorporated in its primary territory. The primary territory establishment date (which may include predecessors), the percentage of the Company's equity ownership, and the principal office location for its US (domestic) subsidiaries and each of its foreign (international) subsidiaries is as follows:

Primary Territory	Date Established	SGRP Percentage Ownership	Principal Office Location
United States of America	1979	100%	White Plains, New York, United States of America
Japan	May 2001	100%	Tokyo, Japan
Canada	June 2003	100%	Toronto, Canada
South Africa	April 2004	51%	Durban, South Africa
India	April 2004	51%	New Delhi, India
Australia	April 2006	51%	Melbourne, Australia
China	March 2010	51% <sup>1</sup>	Shanghai, China
Mexico	August 2011	51%	Mexico City, Mexico
Turkey	November 2011	51%	Istanbul, Turkey

<sup>1</sup> In August 2014, the Company, through its subsidiary in Hong Kong, SPAR China Ltd., in conjunction with its minority partner in SPAR Shanghai, purchased certain business assets, fixed assets and merchandising teams of three companies in China (collectively Unilink). As consideration for the purchase, Unilink was paid in cash and 20% ownership in SPAR Shanghai. SGRP's ownership interest in SPAR Shanghai remained at 51%.

## **SPAR Group, Inc. and Subsidiaries**

### **Notes to Consolidated Financial Statements**

#### **2. Summary of Significant Accounting Policies**

##### ***Principles of Consolidation***

The Company consolidates its 100%-owned subsidiaries and all of its 51%-owned joint venture subsidiaries in accordance with the provisions required by the Consolidation Topic 810 of the Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC"). All significant intercompany accounts and transactions have been eliminated.

##### ***Accounting for Joint Venture Subsidiaries***

For the Company's less than wholly owned subsidiaries, the Company first analyzes to determine if a joint venture subsidiary is a variable interest entity (a "VIE") in accordance with ASC 810 and if so, whether the Company is the primary beneficiary requiring consolidation. A VIE is an entity that has (i) insufficient equity to permit it to finance its activities without additional subordinated financial support or (ii) equity holders that lack the characteristics of a controlling financial interest. VIEs are consolidated by the primary beneficiary, which is the entity that has both the power to direct the activities that most significantly impact the entity's economic performance and the obligation to absorb losses or the right to receive benefits from the entity that potentially could be significant to the entity. Variable interests in a VIE are contractual, ownership, or other financial interests in a VIE that change with changes in the fair value of the VIE's net assets. The Company continuously re-assesses at each level of the joint venture whether the entity is (i) a VIE, and (ii) if the Company is the primary beneficiary of the VIE. If it was determined that an entity in which the Company holds an interest qualified as a VIE and the Company was the primary beneficiary, it would be consolidated.

Based on the Company's analysis for each of its 51% owned joint ventures, the Company has determined that each is a VIE and that Company is the primary beneficiary. While the Company owns 51% of the equity interest in these subsidiaries while the other 49% is owned by local unrelated third parties, the joint venture agreements with those third parties generally provide them with equal voting rights. Accordingly, the Company consolidates each joint venture under the VIE rules and reflects the 49% interests in the consolidated financial statements as non-controlling interests. The Company records these non-controlling interests at their initial fair value, adjusting the basis prospectively for their share of the respective consolidated investments' net income or loss or equity contributions and distributions. These non-controlling interests are not redeemable by the equity holders and are presented as part of permanent equity. Income and losses are allocated to the non-controlling interest holder based on its economic ownership percentage.

##### ***Use of Estimates***

The preparation of the consolidated financial statements in conformity with accounting principles generally accepted in the United States ("GAAP") requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the amounts disclosed for contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting year. Actual results could differ from those estimates.

##### ***Cash Equivalents***

The Company considers all highly liquid short-term investments with maturities of three months or less at the time of acquisition to be cash equivalents. Cash equivalents are stated at cost, which approximates fair value.

##### ***Concentration of Credit Risk***

The Company maintains cash balances with high quality financial institutions and periodically evaluates the creditworthiness of such institutions and believes that the Company is not exposed to significant credit risk. Cash balances may be in excess of the amounts insured by the Federal Deposit Insurance Corporation.



## SPAR Group, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

#### **2. Summary of Significant Accounting Policies (continued)**

##### ***Revenue Recognition***

The Company's services are provided to its clients under contracts or agreements. The Company bills its clients based upon service fee or per unit fee arrangements. Revenues under service fee arrangements are recognized when the service is performed. The Company's per unit fee arrangements provide for fees to be earned based on the retail sales of a client's products to consumers. The Company recognizes per unit fees in the period such amounts become determinable and are reported to the Company. Customer deposits, which are considered advances on future work, are recorded as revenue in the period services are provided.

##### ***Unbilled Accounts Receivable***

Unbilled accounts receivable represent services performed but not billed and are included as accounts receivable.

##### ***Doubtful Accounts and Credit Risks***

The Company continually monitors the collectability of its accounts receivable based upon current client credit information and financial condition. Balances that are deemed to be uncollectible after the Company has attempted reasonable collection efforts are written off through a charge to the bad debt allowance and a credit to accounts receivable. Accounts receivable balances, net of any applicable reserves or allowances, are stated at the amount that management expects to collect from the outstanding balances. The Company provides for probable uncollectible amounts through a charge to earnings and a credit to bad debt allowance based in part on management's assessment of the current status of individual accounts. Based on management's assessment, the Company established an allowance for doubtful accounts of \$542,000 and \$259,000 at December 31, 2015, and 2014, respectively. Bad debt expense was \$388,000 and \$115,000 for the years ended December 31, 2015 and 2014, respectively.

##### ***Property and Equipment and Depreciation***

Property and equipment, including leasehold improvements, are stated at cost. Depreciation is calculated on a straight-line basis over estimated useful lives of the related assets, which range from three to seven years. Leasehold improvements are depreciated over the shorter of their estimated useful lives or lease term, using the straight-line method. Maintenance and minor repairs are charged to expense as incurred. Depreciation expense for the years ended December 31, 2015 and 2014 (including amortization of capitalized software as described below) was \$1.3 million and \$1.2 million, respectively.

##### ***Internal Use Software Development Costs***

The Company capitalizes certain costs associated with its internally developed software. Specifically, the Company capitalizes the costs of materials and services incurred in developing or obtaining internal use software. These costs include (but are not limited to) the cost to purchase software, the cost to write program code, payroll and related benefits and travel expenses for those employees who are directly involved with and who devote time to the Company's software development projects. Capitalization of such costs ceases when the project is substantially complete and ready for its intended purpose. Costs incurred during preliminary project and post-implementation stages, as well as software maintenance and training costs, are expensed in the period in which they are incurred. Capitalized software development costs are amortized over three years on a straight-line basis.

The Company capitalized \$1,294,000 and \$1,082,000 of costs related to software developed for internal use in 2015 and 2014, respectively, and recognized approximately \$1,027,000 and \$895,000 of amortization of capitalized software for the years ended December 31, 2015 and 2014, respectively.

##### ***Impairment of Long-Lived Assets***

The Company continually monitors events and changes in circumstances that could indicate that the carrying amounts of the Company's property and equipment and intangible assets subjected to amortization may not be recoverable. When indicators of potential impairment exist, the Company assesses the recoverability of the assets by estimating whether the Company will recover its carrying value through the undiscounted future cash flows generated by the use of the asset and its eventual disposition. Based on this analysis, if the Company does not believe that it will be able to recover the carrying value of the asset, the Company records an impairment loss to the extent that the carrying value exceeds the estimated fair value of the asset. If any assumptions, projections or estimates regarding any asset change in the future, the Company may have to record an impairment to reduce the net book value of such individual asset.

## SPAR Group, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

#### *2. Summary of Significant Accounting Policies (continued)*

##### *Goodwill*

Goodwill may result from our business acquisitions. Goodwill is assigned to our reporting units based on the expected benefit from the synergies arising from each business combination, determined by using certain financial metrics, including the forecast discounted cash flows associated with each reporting unit. As of December 31, 2015, we had recorded goodwill of \$1.8 million. We allocate goodwill acquired in a business combination to the appropriate reporting unit as of the acquisition date.

Goodwill is subject to annual impairment tests and interim impairment tests, if impairment indicators are present. The impairment tests require the Company to first assess qualitative factors to determine whether it is necessary to perform a two-step quantitative goodwill impairment test. The Company is not required to calculate the fair value of a reporting unit unless it determines, based on a qualitative assessment, that it is more likely than not that its fair value is less than its carrying amount. If the qualitative assessment indicates a potential impairment, the Company performs the two step quantitative impairment test. Step one of the two step impairment test is to compare the fair value of the reporting unit with the reporting unit's carrying amount including goodwill. If the test indicates that the fair value is less than the carrying value, then step two is required to compare the implied fair value of the reporting unit's goodwill with the carrying amount of the reporting unit's goodwill. If the carrying amount of the goodwill exceeds its implied fair value, an impairment loss shall be recognized in an amount equal to that excess. The Company has determined that it has two reporting units, and that a two-step quantitative goodwill impairment test was not necessary, as of December 31, 2015 and 2014. Based on the qualitative assessment, the Company did not identify any indication of impairment of its goodwill as of December 31, 2015 and 2014.

##### *Accounting for Share Based Compensation*

The Company measures all employee share-based compensation awards using a fair value method and records the related expense in the financial statements over the period during which an employee is required to provide service in exchange for the award. Excess tax benefits are realized from the exercise of stock options and are reported as a financing cash inflow rather than as a reduction of taxes paid in cash flow from operations. For each award that has a graded vesting schedule, the Company recognizes compensation cost on a straight-line basis over the requisite service period for the entire award. Share based employee compensation expense for the years ended December 31, 2015 and 2014 was \$434,000 and \$655,000, respectively.

##### *Fair Value Measurements*

Fair value is defined as the price that would be received upon the sale of an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The generally accepted accounting principles fair value framework uses a three-tiered approach. Fair value measurements are classified and disclosed in one of the following three categories:

- Level 1 – Unadjusted quoted prices in active markets that are accessible at the measurement date for identical assets or liabilities;
- Level 2 – Quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-derived valuations in which significant inputs and significant value drivers are observable in active markets; and
- Level 3 – Prices or valuation techniques where little or no market data is available that requires inputs that are significant to the fair value measurement and unobservable.

## SPAR Group, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

#### **2. Summary of Significant Accounting Policies (continued)**

If the inputs used to measure the fair value fall within different levels of the hierarchy, the fair value is determined based upon the lowest level input that is significant to the fair value measurement. Whenever possible, the Company uses quoted market prices to determine fair value. In the absence of quoted market prices, the Company uses independent sources and data to determine fair value. Due to their short maturity, the carrying amounts of cash and cash equivalents, accounts receivable, accounts payable, and accrued expenses approximated their fair values (Level 1) at December 31, 2015 and 2014. The carrying value of the Company's long-term debt with variable interest rates approximates fair value based on instruments with similar terms (Level 2).

#### **Accounting for Income Taxes**

Income tax provisions and benefits are made for taxes currently payable or refundable, and for deferred income taxes arising from future tax consequences of events that were recognized in the Company's financial statements or tax returns and tax credit carry forwards. The effects of income taxes are measured based on enacted tax laws and rates applicable to periods in which the differences are expected to reverse. If necessary, a valuation allowance is established to reduce deferred income tax assets to an amount that will more likely than not be realized.

The calculation of income taxes involves dealing with uncertainties in the application of complex tax regulations. The Company recognizes liabilities for uncertain tax positions based on a two-step process. The first step involves evaluating the tax position for recognition by determining if the weight of available evidence indicates that it is more likely than not that the position will be sustained on audit, including resolution of related appeals or litigation processes, if any. The second step involves estimating and measuring the tax benefit as the largest amount that is more than 50% likely to be realized upon ultimate settlement. It is inherently difficult and subjective to estimate such amounts, as the Company has to determine the probability of various possible outcomes. Our evaluation of uncertain tax positions is based on factors including, but not limited to, changes in facts or circumstances, changes in tax law, effectively settled issues under audit, and new audit activity. Such a change in recognition or measurement would result in the recognition of a tax benefit or an additional charge to the tax provision.

#### **Net Income Per Share**

Basic net income per share amounts are based upon the weighted average number of common shares outstanding. Diluted net income per share amounts are based upon the weighted average number of common and potential common shares outstanding except for periods in which such potential common shares are anti-dilutive. Potential common shares outstanding include stock options and restricted stock and are calculated using the treasury stock method.

#### **Translation of Foreign Currencies**

The financial statements of the foreign entities consolidated into the Company's consolidated financial statements were translated into United States dollar equivalents at exchange rates as follows: balance sheet accounts for assets and liabilities were converted at year-end rates, equity at historical rates and income statement accounts at average exchange rates for the year. The resulting translation gains and losses are reflected in accumulated other comprehensive income or loss in the consolidated statements of equity.

#### **New Accounting Pronouncements**

##### **February 2016**

The Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-02, "Leases (Topic 842)" ("ASU 2016-02"). Under ASU 2016-02, an entity will be required to recognize right-of-use assets and lease liabilities on its balance sheet and disclose key information about leasing arrangements. ASU 2016-02 offers specific accounting guidance for a lessee, a lessor and sale and leaseback transactions. Lessees and lessors are required to disclose qualitative and quantitative information about leasing arrangements to enable a user of the financial statements to assess the amount, timing and uncertainty of cash flows arising from leases. For public companies, ASU 2016-02 is effective for annual reporting periods beginning after December 15, 2018, including interim periods within that reporting period, and requires a modified retrospective adoption, with early adoption permitted. The Company is in the process of evaluating the future impact of ASU 2016-02 on our consolidated financial position, results of operations and cash flows.

## SPAR Group, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

#### **2. Summary of Significant Accounting Policies (continued)**

##### ***January 2016***

The FASB issued ASU No. 2016-01, “Financial Instruments — Overall: Recognition and Measurement of Financial Assets and Financial Liabilities” (“ASU 2016-01”). The guidance affects the accounting for equity investments, financial liabilities under the fair value option and the presentation and disclosure requirements of financial instruments. The guidance is effective for fiscal years beginning after December 15, 2017, including interim periods within those fiscal years. The Company is evaluating the effect that ASU 2016-01 will have on its consolidated financial statements and related disclosures.

##### ***November 2015***

The FASB issued ASU 2015-17, Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes, simplifying the balance sheet classification of deferred taxes by requiring all deferred taxes, along with any related valuation allowance, to be presented as noncurrent. This ASU is effective for the Company beginning in the first quarter of 2017, allows for early adoption and may be applied either prospectively or retrospectively. The Company is currently evaluating the impact the adoption of this guidance will have on the Company’s Consolidated Financial Statements.

##### ***September 2015***

The FASB issued ASU No. 2015-16, Business Combinations (Topic 805): Simplifying the Accounting for Measurement-Period Adjustments, requiring that an acquirer recognize adjustments to provisional amounts that are identified during the measurement period in the reporting period in which the adjustment amounts are determined. This ASU also requires an entity to present separately on the face of the income statement, or disclose in the notes to the financial statements, the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. This ASU is effective within annual periods beginning on or after December 15, 2015, including interim periods within that reporting period, and will be applied prospectively to measurement-period adjustments that occur after the effective date of this ASU. The Company believes this standard will not result in any impact on its financial statements.

##### ***August 2015***

The FASB issued ASU No. 2015-15, Interest – Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line-of-Credit Arrangements - Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting (“ASU 2015-15”). ASU 2015-15 requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. ASU 2015-15 then clarified that debt issuance costs related to a line-of-credit arrangement can be presented as an asset on the balance sheet, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. These ASUs are effective for fiscal years beginning after December 15, 2015, and for interim periods within those fiscal years. An entity should apply this new guidance on a retrospective basis and is required to comply with applicable disclosures for a change in an accounting principle. These standards will result in a balance sheet reclassification and require related disclosure revisions in the Company’s financial statements. The Company is currently evaluating the impact of its pending adoption of ASU 2015-15 on its consolidated financial statements. These standards will not result in a balance sheet reclassification or require related disclosure revisions in the Company’s financial statements.

**SPAR Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

***2. Summary of Significant Accounting Policies (continued)***

***July 2015***

The FASB issued ASU No. 2015-14, deferring the effective date of ASU 2014-09 - Revenue from Contracts with Customers, which requires an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers, one year, from January 1, 2017, to January 1, 2018. The standard permits the use of either the retrospective or cumulative effect transition method. Early adoption is not permitted. The Company is currently assessing the method under which it will adopt and the potential impact of adopting ASU 2014-09 on its financial position, results of operations, cash flows and/or disclosures.

***February 2015***

The FASB issued ASU No. 2015-02, "Consolidation (Topic 810): Amendments to the Consolidation Analysis" ("ASU 2015-02"). ASU 2015-02 eliminates specific consolidation guidance for limited partnerships and revises other aspects of consolidation analysis, including how kick-out rights, fee arrangements and related parties are assessed. ASU 2015-02 is effective for public business entities for fiscal years, and for interim periods within those fiscal years, beginning after December 15, 2015, with early adoption permitted. The Company is currently evaluating the impact of ASU 2015-02 on the Company's financial statements.

**SPAR Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**3. Supplemental Balance Sheet Information (in thousands)**

	December 31,	
	20 15	20 14
Accounts receivable, net, consists of the following:		
Trade	\$ 20,085	\$ 20,667
Unbilled	3,028	4,548
Non-trade	632	1,289
	23,745	26,504
Less allowance for doubtful accounts	(542)	(259)
	\$ 23,203	\$ 26,245

	December 31,	
	20 15	20 14
Property and equipment consists of the following:		
Equipment	\$ 8,756	\$ 8,562
Furniture and fixtures	651	650
Leasehold improvements	263	263
Capitalized software development costs	8,331	7,037
	18,001	16,512
Less accumulated depreciation and amortization	(15,558)	(14,337)
	\$ 2,443	\$ 2,175

	United States	International	Total
Goodwill:			
Balance December 31, 2014	\$ 1,188	\$ 612	\$ 1,800
Balance December 31, 2015	\$ 1,188	\$ 612	\$ 1,800

	December 31,	
	20 15	20 14
Intangible assets consist of the following:		
Customer contracts and lists	\$ 3,941	\$ 4,507
Less accumulated amortization	(1,390)	(1,358)
	\$ 2,551	\$ 3,149

The Company is amortizing its customer contracts and lists of \$3.9 million on a straight line basis over lives ranging from 5 to 10 years. Amortization expense for the years ended December 31, 2015 and 2014 was approximately \$592,000 and \$570,000, respectively. The annual amortization for each of the following years succeeding December 31, 2015, are summarized as follows:

Year	Amount
2016	\$ 529
2017	529
2018	298
2019	265
2020	265
Thereafter	665
Total	\$ 2,551

**SPAR Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**3. Supplemental Balance Sheet Information (in thousands) (continued)**

	<b>December 31,</b>	
	<b>20 15</b>	<b>20 14</b>
Accrued expenses and other current liabilities:		
Taxes payable	\$ 1,737	\$ 2,340
Accrued salaries and wages	1,807	2,006
Loans from domestic and international local investors (1)	1,419	1,475
Contingent liabilities, incentive for consulting fees	290	617
Accrued accounting and legal expenses	182	295
Uncertain tax position reserves	164	152
Other	1,483	1,264
Accrued expenses and other current liabilities	\$ 7,082	\$ 8,149

(1) Represent loans from the local investors into the Company's subsidiaries (representing their proportionate share of working capital loans). The loans have no payment terms and are due on demand and as such have been classified as current liabilities in the Company's consolidated financial statements.

**4. Credit Facilities**

**Sterling Credit Facility:**

SGRP and certain of its US and Canadian subsidiaries (namely SPAR Marketing Force, Inc., SPAR National Assembly Services, Inc., SPAR Group International, Inc., SPAR Trademarks, Inc., SPAR Acquisition, Inc., SPAR Canada, Inc.), SPAR Canada Company ("SCC"), and SPAR Wings & Ink Company ("SWI") (together with SGRP, SCC and SWI, each a "Borrower"), are parties to a Revolving Loan and Security Agreement dated July 6, 2010, as amended in June 2011, July 2012, January 2013, July 2013, October 2013, June 2014 and September 2015 (as amended, the "Sterling Loan Agreement"), with Sterling National Bank (the "Lender"), and their Secured Revolving Loan Note in the amended maximum principal amounts of \$8.5 million (see below) to Sterling National Bank (as amended by all loan amendments, the "Sterling Note"), to document and govern their credit facility with the Lender (including such agreement and note, the "Sterling Credit Facility"). The Sterling Credit Facility currently is scheduled to expire and the Borrowers' loans thereunder will become due on July 6, 2017 (with no early termination fee).

The Sterling Loan Agreement currently requires the Borrowers to pay interest on the loans thereunder equal to the Agent's floating Prime Rate (as defined in such agreement) minus one half of one percent (1/2%) per annum, and a fee on the maximum unused line thereunder equal to one-eighth of one percent (0.125%) per annum.

Revolving Loans of up to \$8.5 million are available to the Borrowers under the Sterling Credit Facility based upon the borrowing base formula defined in the Sterling Loan Agreement (principally 85% of "eligible" US and Canadian accounts receivable less certain reserves). The Sterling Credit Facility is secured by substantially all of the assets of the Borrowers (other than SGRP's non-Canadian foreign subsidiaries, certain designated domestic subsidiaries, and their respective equity and assets).

The Sterling Loan Agreement contains certain financial and other restrictive covenants and also limits certain expenditures by the Borrowers, including, but not limited to, capital expenditures and other investments. The Sterling Loan Agreement also prohibits the Corporation from paying dividends to its stockholders without Sterling's prior written consent. At December 31, 2015, the Company was in compliance with such covenants.

The amendment to the Sterling Loan Agreement dated as of September 28, 2015, among other things, extended the scheduled term of the Sterling Credit Facility to July 6, 2017 (with no early termination fee), increased the maximum principal amount of the Secured Revolving Loan Note to \$8.5 million and removed SWI as a borrower, as this entity was merged into SCC as of January 1, 2014.

**International Credit Facilities:**

SPARFACTS Australia Pty. Ltd., has a secured line of credit facility with Oxford Funding Pty Ltd. for \$1.2 million (Australian) or approximately \$876,000 (based upon the exchange rate at December 31, 2015). The facility provides for borrowing based upon a formula, as defined in the agreement (principally 80% of eligible accounts receivable less certain deductions). The agreement technically expired on October 31, 2012, but is being extended from month to month at the Company's request. SPARFACTS is in the process of renegotiating new financing.

**SPAR Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**4. Credit Facilities (continued)**

On March 7, 2011, the Japanese subsidiary, SPAR FM Japan, Inc., a wholly owned subsidiary, secured a term loan with Mizuho Bank in the amount of 20.0 million Yen (Japanese), or approximately \$166,000. The loan is payable in monthly installments of 238,000 Yen or \$2,000 at an interest rate of 0.1% per annum with a maturity date of February 28, 2018. The outstanding balance at December 31, 2015, was approximately 6.2 million Yen or \$51,000, of which \$24,000 is short term and \$27,000 is long term (based upon the exchange rate at December 31, 2015).

The China Unilink subsidiary secured a loan with China Construction Bank in the amount of 1.4 million Chinese Yuan Renminbi, or approximately \$216,000 (based on the exchange rate at December 31, 2015). The loan is collateralized with the personal property of one of the minority shareholders of Unilink. The loan has an interest rate of 7.2% per annum and a maturity date of February 11, 2016, at which time the full amount outstanding was paid in full. The full amount was outstanding as of December 31, 2015.

The Company had scheduled future maturities of loans as of December 31, 2015, approximately as follows (dollars in thousands):

	<b>Interest Rate as of December 31, 2015</b>		<b>2016</b>		<b>2017</b>		<b>2018</b>
Mizuho Bank	0.1	%	\$ 24		\$ 24		\$ 3
China Construction Bank	7.2	%	216		-		-
Sterling National Bank	3.0	%	-		5,704		-
Oxford Funding Pty Ltd.	6.5	%	236		-		-
<b>Total</b>			<b>\$ 476</b>		<b>\$ 5,728</b>		<b>\$ 3</b>

**Summary of Company Credit and Other Debt Facilities (in thousands) :**

	<u>December 31, 2015</u>	<u>December 31, 2014</u>
<b>Unused Availability:</b>		
United States	\$ 1,635	\$ 1,696
Australia	640	573
<b>Total Unused Availability</b>	<b>\$ 2,275</b>	<b>\$ 2,269</b>

Management believes that based upon the continuation of the Company's existing credit facilities, projected results of operations, vendor payment requirements and other financing available to the Company (including amounts due to affiliates), sources of cash availability should be manageable and sufficient to support ongoing operations over the next year. However, delays in collection of receivables due from any of the Company's major clients, or a significant reduction in business from such clients could have a material adverse effect on the Company's cash resources and its ongoing ability to fund operations.



**SPAR Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**5. Income Taxes**

Income before income taxes is summarized as follows (in thousands):

	Year Ended December 31,	
	20 15	20 14
Domestic	\$ 517	\$ 1,265
Foreign	2,777	2,158
<b>Total:</b>	<b>\$ 3,294</b>	<b>\$ 3,423</b>

The income tax benefit is summarized as follows (in thousands):

	Year Ended December 31,	
	20 15	20 14
<b>Current:</b>		
Federal	\$ 2	\$ 15
Foreign	949	623
State	76	116
<b>Deferred:</b>		
Federal	(192)	(1,525)
Foreign	(65)	(8)
State	49	(169)
<b>Net expense (benefit)</b>	<b>\$ 819</b>	<b>\$ (948)</b>

The provision for income taxes is different from that which would be obtained by applying the statutory federal income tax rate to income before income taxes. The items causing this difference are as follows (dollars in thousands):

	Year Ended December 31,			
	20 15	Rate	20 14	Rate
Provision for income taxes at federal statutory rate	\$ 1,120	34.0%	\$ 1,164	34.0%
State income taxes, net of federal benefit	30	0.9%	37	1.1%
Permanent differences	28	0.8%	(79)	(2.3%)
Federal Research and Development Credit	(192)	(5.8)%	-	-%
Change in valuation allowance	-	-%	(1,900)	(55.5%)
Return to provision	(51)	(1.5)%	-	-%
Foreign tax rate differential	(60)	(1.8)%	(161)	(4.7%)
Other	(56)	(1.7)%	(9)	(0.3%)
<b>Net (benefit) expense</b>	<b>\$ 819</b>	<b>24.9%</b>	<b>\$ (948)</b>	<b>(27.7%)</b>

**SPAR Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**5. Income Taxes (continued)**

Deferred taxes consist of the following (in thousands):

	December 31,	
	20 15	20 14
<b>Deferred tax assets:</b>		
Net operating loss carry forwards	\$ 2,929	\$ 3,163
Federal Research and Development Credit	192	–
Deferred revenue	165	157
Allowance for doubtful accounts and other receivable	78	80
Share-based compensation expense	769	604
Foreign subsidiaries	529	464
Depreciation	479	174
Other	38	166
Federal Alternative Minimum Tax	116	–
<b>Total deferred tax assets</b>	<b>5,295</b>	<b>4,808</b>
<b>Deferred tax liabilities:</b>		
Goodwill	307	128
Capitalized software development costs	723	622
<b>Total deferred tax liabilities</b>	<b>1,030</b>	<b>750</b>
<b>Net deferred taxes</b>	<b>\$ 4,265</b>	<b>\$ 4,058</b>

At December 31, 2015, and December 31, 2014, the Company has Federal and State NOL carryforwards of \$7.7 million and \$8.4 million, respectively, which if unused will expire in years 2018 through 2029.

Approximately \$1.8 million of the NOLs were incurred prior to the acquisition of PIA Merchandising Services, Inc. in 1999. The acquisition resulted in a change of ownership under Internal Revenue Code ("IRC") section 382 and placed a limit on the amount of pre-acquisition NOLs that may be used each year to reduce taxable income. The annual limitation is \$657,500.

The Company does not provide currently for U.S. income taxes on the undistributed earnings of its profitable foreign subsidiaries (which are approximately \$2.5 million as of December 31, 2015), since, at the present time, management expects any earnings to be reinvested in the foreign subsidiaries and not distributed. Upon distribution of those earnings in the form of dividends or otherwise, the Company would be subject to U.S. income taxes, which could potentially be offset by foreign tax credits. Distribution of those earnings can also subject the Company to related withholding taxes payable to various non-U.S. jurisdictions. Determination of the amount of unrecognized deferred U.S. income tax liability is not practicable because of the complexities associated with its hypothetical calculations.

A reconciliation of the beginning and ending amount of uncertain tax position reserves is as follows (in thousands):

	Year Ended December 31,	
	20 15	20 14
Beginning balance	\$ 113	\$ 102
Additions for tax provisions of prior years	3	11
<b>Ending balance</b>	<b>\$ 116</b>	<b>\$ 113</b>

Interest and penalties that the tax law requires to be paid on the underpayment of taxes should be accrued on the difference between the amount claimed or expected to be claimed on the return and the tax benefit recognized in the financial statements. The Company's policy is to record this interest and penalties as additional tax expense.

**SPAR Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**5. Income Taxes (continued)**

Details of the Company's tax reserves at December 31, 2015, are outlined in the table below (in thousands):

	Taxes	Interest	Penalty	Total Tax Liability
Domestic				
State	\$ 116	\$ 40	\$ 8	\$ 164
Federal	-	-	-	-
International	-	-	-	-
Total reserve	<u>\$ 116</u>	<u>\$ 40</u>	<u>\$ 8</u>	<u>\$ 164</u>

In management's view, the Company's tax reserves at December 31, 2015, for potential domestic state tax liabilities were sufficient. The Company has evaluated the tax liabilities of its international subsidiaries and does not believe a reserve is necessary at this time.

SPAR and its subsidiaries file numerous consolidated, combined and separate company income tax returns in the U.S. Federal jurisdiction and in many U.S. states and foreign jurisdictions. With few exceptions, SPAR is subject to U.S. Federal, state and local income tax examinations for the years 2012 through the present. However, tax authorities have the ability to review years prior to the position taken by the Company to the extent that SPAR utilized tax attributes carried forward from those prior years.

**6. Commitments and Contingencies**

**Lease Commitments**

The Company leases equipment and certain office space in several cities, under non-cancelable operating lease agreements. Certain leases require the Company to pay its share of any increases in operating expenses and real estate taxes. Rent expense was approximately \$1,285,000 and \$1,155,000 for the years ended December 31, 2015 and 2014, respectively. Equipment lease expense was approximately \$168,000 and \$262,000 for the years ended December 31, 2015 and 2014, respectively. At December 31, 2015, future minimum commitments under all non-cancelable operating lease arrangements are as follows (in thousands):

Year	Amount
2016	\$ 1,309
2017	630
2018	514
2019	388
2020	320
Thereafter	153
Total	<u>\$ 3,314</u>

**Legal Matters**

The Company is a party to various legal actions and administrative proceedings arising in the normal course of business. In the opinion of Company's management, disposition of these matters are not anticipated to have a material adverse effect on the Company or its estimated or desired assets, business, capital, cash flow, credit, expenses, financial condition, income, liabilities, liquidity, locations, marketing, operations, prospects, sales, strategies, taxation or other achievement, results or condition.

**7. Treasury Stock**

Pursuant to the SPAR Group, Inc., 2012 Stock Repurchase Program (the "Repurchase Program"), as approved by SGRP's Audit Committee and adopted by its Board of Directors on August 8, 2012, and ratified on November 8, 2012, under the Repurchase Program, SGRP may repurchase shares of its common stock through August 8, 2015, but not more than 500,000 shares in total, and those repurchases would be made from time to time in the open market and through privately-negotiated transactions, subject to general market and other conditions. On May 11, 2015, SGRP's Audit Committee approved and its Board of Directors adopted the 2015 Stock Repurchase Program extending the stock repurchase plan until May 31, 2018, allowing a total of 532,235 shares to be repurchased. SGRP does not intend to repurchase any shares in the market during any blackout period applicable to its officers and directors under the SPAR Group, Inc. Statement of Policy Regarding Personal Securities Transactions in SGRP Stock and Non-Public Information as adopted, restated, effective and dated as of May 1, 2004, and as further amended through March 10, 2011 (other than purchases that would otherwise be permitted under the circumstances for anyone covered by such policy). As of December 31, 2015, 410,591 shares have been repurchased under this program. It should be noted that no shares were utilized for the Employee Stock Purchase Plan during 2015, leaving a total of 119,695 shares of Treasury Stock at December 31, 2015. The Company anticipates continuing its Repurchase Program throughout 2016.

## SPAR Group, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

#### **8. Preferred Stock**

SGRP's certificate of incorporation authorizes it to issue 3,000,000 shares of preferred stock with a par value of \$0.01 per share (the "SGRP Preferred Stock"), which may have such preferences and priorities over the SGRP Common Stock and other rights, powers and privileges as the Company's Board of Directors may establish in its discretion from time to time. The Company has created and authorized the issuance of a maximum of 3,000,000 shares of Series A Preferred Stock pursuant to SGRP's Certificate of Designation of Series "A" Preferred Stock (the "SGRP Series A Preferred Stock"), which have dividend and liquidation preferences, have a cumulative dividend of 10% per year, are redeemable at the Company's option and are convertible at the holder's option (and without further consideration) on a one-to-one basis into SGRP Common Stock. The Company issued 554,402 of SGRP shares to affiliated retirement plans which were all converted into common shares in 2011 (including dividends earned thereon), leaving 2,445,598 shares of remaining authorized preferred stock. At December 31, 2015, no shares of SGRP Series A Preferred Stock were issued and outstanding.

#### **9. Retirement Plans**

The Company has a 401(k) Profit Sharing Plan covering substantially all eligible domestic employees. The Company made contributions of \$89,000 and \$93,000 for the years ended December 31, 2015 and 2014, respectively.

#### **10. Related Party Transactions**

SGRP's policy respecting approval of transactions with related persons, promoters and control persons is contained in the SPAR Group Code of Ethical Conduct for its Directors, Senior Executives and Employees Amended and Restated (as of) August 13, 2015 (the "Ethics Code"). The Ethics Code is intended to promote and reward honest, ethical, respectful and professional conduct by each Covered Person (as defined in the Ethics Code in his or her position with the Company anywhere in the world, including (among other things) serving each customer, dealing with each vendor and treating each other with integrity and respect, and behaving honestly, ethically and professionally with each customer, each vendor, each other and the Company. Article II of the Ethics Code specifically prohibits various forms of self-dealing and collusion and Article V of the Ethics Code generally prohibits each "Covered Person" (including SGRP's officers and directors) from engaging in any business activity that conflicts with his or her duties to the Company, and directs each "Covered Person" to avoid any activity or interest that is inconsistent with the best interests of the SPAR Group, in each case except for any "Approved Activity" (as such terms are defined in the Ethics Code). Examples of violations include (among other things) having any ownership interest in, acting as a director or officer of or otherwise personally benefiting from business with any competitor, customer or vendor of the Company other than pursuant to any Approved Activity. Approved Activities include (among other things) any contract with an affiliated person (each an "Approved Affiliate Contract") or anything else disclosed to and approved by SGRP's Board of Directors (the "Board"), its Governance Committee or its Audit Committee, as the case may be, as well as the ownership, board, executive and other positions held in and services and other contributions to affiliates of SGRP and its subsidiaries by certain directors, officers or employees of SGRP, any of its subsidiaries or any of their respective family members. The Company's senior management is generally responsible for monitoring compliance with the Ethics Code and establishing and maintaining compliance systems, including conflicting relationships and transactions, subject to the review and oversight of SGRP's Governance Committee as provided in clause IV.11 of the Governance Committee's Charter, and SGRP's Audit Committee as provided in clause I.2(1) of the Audit Committee's Charter. The Governance Committee and Audit Committee each consist solely of independent outside directors.

## SPAR Group, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

#### 10. Related Party Transactions (continued)

SGRP's Audit Committee has the specific duty and responsibility to review and approve the overall fairness of all material related-party transactions. The Audit Committee receives affiliate contracts and amendments thereto for its review and approval (to the extent approval is given), and these contracts are periodically (often annually) again reviewed, in accordance with the Audit Committee Charter, the Ethics Code, the rules of the Nasdaq Stock Market, Inc. ("Nasdaq"), and other applicable law to ensure that the overall economic and other terms will be (or continue to be) no less favorable to the Company than would be the case in an arms-length contract with an unrelated provider of similar services (i.e., its overall fairness to the Company including pricing and the ability to provide services at comparable performance levels). The Audit Committee periodically reviews all of the related party relationships, agreements and transactions described below.

SPAR Business Services, Inc. ("SBS"), SPAR Administrative Services, Inc. ("SAS"), and SPAR InfoTech, Inc. ("SIT") are affiliates of SGRP but are not part of the consolidated Company. Mr. Robert G. Brown, a Director, the Chairman and a major stockholder of SGRP, and Mr. William H. Bartels, a Director and the Vice Chairman of the Company and a major stockholder of SGRP, are the sole stockholders of SBS. Mr. Brown is the sole stockholder of SIT. Mr. Brown is a director and officer of SBS and SIT. Mr. Bartels is a director and officer of SAS. During 2014 the stockholders of SAS were Mr. Bartels and Mr. Brown, and as of January 1, 2015, Mr. Brown had transferred all of his ownership to parties related to Mr. Brown (his children and nephew), each of whom are considered affiliates of the Company for related party purposes because of their family relationship with Mr. Brown.

SBS, through the use as needed of up to 7,300 of its available field merchandising specialists, provided approximately 82% and 81% of the domestic merchandising specialist field force used by the Company (as a percentage of the total cost for such field force, including field force provided by NRS, as defined below) for the year ended December 31, 2015 and 2014, respectively, and SAS, through the use of its 57 full-time national, regional and district administrators, provided approximately 92% of the direct domestic field administration used by the Company for both years (as a percentage of the total cost for such field administrators). In addition to these field service expenses, both SBS and SAS also incur other administrative expenses related to benefit and employment tax expenses of SAS and payroll processing, legal and other administrative expenses paid by either of them. The total cost recorded by the Company for the expenses of SBS and SAS in providing their services to the Company, including the "Cost Plus Fee" arrangement (as defined and discussed below) and the legal and other expenses paid directly by the Company on behalf of both SBS and SAS, was \$25.7 million and \$26.9 million, for the year ended December 31, 2015 and 2014, respectively.

Pursuant to the terms of the Amended and Restated Field Service Agreement with SBS dated as of January 1, 2004, as amended in 2011, and the Amended and Restated Field Management Agreement with SAS dated as of January 1, 2004 (each an "Prior Agreement"), defined reimbursable expenses and established the "Cost Plus Fee" arrangement where the Company paid SBS and SAS for their costs of providing those services plus a fixed percentage of such reimbursable expenses (the "Cost Plus Fee"). The Cost Plus Fee percentage markup was 4.0% reimbursable expenses in each Prior Agreement. The parties have had negotiations respecting replacement agreements since the Prior Agreements expired on November 30, 2014, at first primarily with SBS and more recently with SAS. The Company and SBS have agreed in principle to reduce the Cost Plus Fee to 2.96% for SBS while making certain other adjustments to SBS's reimbursable expenses and previous credits for the year ended December 31, 2015. The Company's net expense for SBS services during that period would have been approximately the same if the Cost Plus Fee of 4% and previous credits under the Prior Agreement, that expired on November 30, 2014, had been used instead. New agreements are being prepared, which in each case would be subject to contractual terms and provisions reasonably acceptable to the parties (each a "Pending Agreement").

No salary reimbursements for Mr. Brown or Mr. Bartels have been included in such reimbursable expenses or Cost Plus Fee during 2015 and 2014, as such salary reimbursements were not permitted under the Prior Agreements and have not been authorized by the Audit Committee (as required under related party transaction rules) since those agreements ended. However, since SBS is a "Subchapter S" corporation and owned by Messrs. Brown and Bartels, all income from SBS is allocated to them. A similar approach has been taken for SAS, which is partially owned by Mr. Bartels and parties related to Mr. Brown.

National Merchandising Services, LLC ("NMS"), is a consolidated domestic subsidiary of the Company and is owned jointly by SGRP through its indirect ownership of 51% of the NMS membership interests and by National Merchandising of America, Inc. ("NMA"), through its ownership of the other 49% of the NMS membership interests. Mr. Edward Burdekin is the Chief Executive Officer and President and a director of NMS and also is an executive officer and director of NMA and the sole member and manager of National Retail Source, LLC ("NRS"). Ms. Andrea Burdekin, Mr. Burdekin's wife, is the sole stockholder and a director of NMA and a director of NMS. NRS and NMA are affiliates of the Company but are not consolidated with the Company. NMS commenced operations as of September 1, 2012.

## SPAR Group, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

#### 10. Related-Party Transactions (continued)

During the fourth quarter of 2015, Mr. Burdekin made advances to the Company totaling \$418,000. These amounts were included in accrued expenses and other current liabilities as of December 31, 2015, and have been subsequently paid back in 2016.

NRS provided substantially all of the domestic merchandising specialist field force used by NMS. Pursuant to the terms of the Master Field Services Agreement dated as of August 1, 2013 (the "NRS Services Agreement"), NMS will receive merchandising services from NRS through the use of approximately 700 field merchandising specialists. For those services, the Company has agreed to reimburse NRS for its total costs of providing those services and to pay NRS a fee equal to 2% of its total costs (the "Plus 2% Fee"). Those costs include all field and administrative costs and expenses (effectively including net workers compensation insurance expenses) of NRS but exclude certain legal and other administrative expenses. Accordingly, no salary reimbursement for Mr. Burdekin or Ms. Burdekin are included in such reimbursable costs or Plus 2% Fee.

NRS provided substantially all of the domestic merchandising specialist field force used by NMS and 5% and 8% of all of the domestic merchandising specialist field force used by the Company (as a percentage of the total cost for such field force, including the field force provided by SBS) for the year ended December 31, 2015 and 2014, respectively. The total Plus 2% Fee earned by NRS for services rendered was approximately \$26,000 and \$44,000 for the year ended December 31, 2015 and 2014, respectively. As of December 2015, NMS no longer uses NRS but uses field merchandising services from a non-affiliated third-party provider, but NMS could once again use NRS in the future.

SGRP Meridian (Pty), Ltd. ("Meridian") is a consolidated international subsidiary of the Company and is owned 51% by SGRP and 49% by the following individuals: Mr. Brian Mason, Mr. Garry Bristow, and Mr. Adrian Wingfield. Mr. Mason is President and a director and Mr. Bristow is an officer and director of Meridian. Mr. Mason is also an officer and director and 50% shareholder of Merhold Property Trust ("MPT"). Mr. Mason and Mr. Bristow are both officers and directors and both own 50% of Merhold Cape Property Trust ("MCPT"). Mr. Mason, Mr. Bristow and Mr. Wingfield are all officers and own 46.7%, 20% and 33.3%, respectively of Merhold Holding Trust ("MHT") which provides similar services like MPT. MPT owns the building where Meridian is headquartered and also owns two vehicles both of which are subleased to Meridian. MCPT provides a fleet of 126 vehicles to Meridian under a 4 year lease program. These leases are provided to Meridian at local market rates included in the summary table below.

SGRP NDS Tanitim Ve Danismanlik A.S. ("NDS") is a consolidated international subsidiary of the Company and is owned 51% by SGRP and 49% by Mr. Medet Yilmaz and Ms. Nurgül Yilmaz. Mr. Yilmaz is President and a director and Ms. Yilmaz is an officer and director of NDS. They are both officers and directors of NDS Tanitim Danismanlik Hizmetleri Gida Tekstil Turizm Pazarlama Ticaret Limited Sirketi ("NDS Tanitim") and NDS Reklam Tanitim Ve Danismanlik Hizmetleri Pazarlama Ticaret Limited Sirketi ("NDS Reklam"). Mr. and Ms. Yilmaz, in total, own 40% of NDS Tanitim and NDS Reklam. NDS Tanitim provided NDS field administration services while NDS Reklam provided NDS field merchandising services both at local market rates through May 2015 at which time NDS assumed these service responsibilities.

SPAR Todopromo is a consolidated international subsidiary of the Company and is owned 51% by SGRP and 49% by the following individuals: Mr. Juan F. Medina Domenzain, Juan Medina Staines, Julia Cesar Hernandez Vanegas, and Jorge Medina Staines. Mr. Juan F. Medina Domenzain is an officer and director of SPAR Todopromo and is also majority shareholder (90%) of CONAPAD ("CON") which supplies administrative and operational consulting support to SPAR Todopromo in 2015.

The Company continues to purchase services from SBS, SAS, NRS, MPT, MCPT, MHT, NDS Tanitim, NDS Reklam and CON because it believes the value of services it receives from them are at least as favorable to the Company as it could obtain from non-affiliated providers of similar services. The Company believes it is the largest and most important customer of SBS, SAS, NRS, MPT, MCPT, MHT, NDS Tanitim, NDS Reklam and CON (and from time to time may be their only customer), and accordingly the Company generally has been able to negotiate better terms, receives more personal and responsive service and is more likely to receive credits and other financial accommodations from SBS, SAS, NRS, MPT, MCPT, MHT, NDS Tanitim, NDS Reklam and CON than the Company could reasonably expect to receive from an unrelated service provider who has significant other customers and business. SBS, SAS and NRS affiliate contracts and arrangements are annually reviewed and considered for approval by SGRP's Audit Committee, subject to the ongoing negotiations as described above.

**SPAR Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**10. Related-Party Transactions (continued)**

The following costs of affiliates were charged to the Company (in thousands):

	<b>Year Ended December 31 ,</b>	
	<b>201 5</b>	<b>201 4</b>
Services provided by affiliates:		
Field merchandiser expenses * (SBS)	\$ 20,538	\$ 21,848
Field administration expenses * (SAS)	\$ 4,492	\$ 4,380
Field merchandiser expenses* (NRS)	\$ 1,323	\$ 2,259
Office and vehicle rental expenses (MPT)	\$ 70	\$ 57
Vehicle rental expenses (MCPT)	\$ 1,108	\$ 597
Office and vehicle rental expenses (MHT)	\$ 90	\$ 90
Field administration expenses* (NDS Tanitim)	\$ 15	\$ 44
Field merchandiser expenses* (NDS Reklam)	\$ 117	\$ 962
Consulting and administrative services (CON)	\$ 283	\$ -
<b>Total services provided by affiliates</b>	<b>\$ 28,036</b>	<b>\$ 30,237</b>

\* Includes substantially all overhead (in the case of SAS, SBS and NRS), or related overhead, plus any applicable markup.

Accrued expenses due to affiliates (in thousands):

	<b>December 31 ,</b>	<b>December 31,</b>
	<b>201 5</b>	<b>201 4</b>
<b>Total accrued expenses due to affiliates</b>	<b>\$ 78</b>	<b>\$ 487</b>

In July 1999, SPAR Marketing Force, Inc. ("SMF"), SBS and SIT entered into a perpetual software ownership agreement providing that each party independently owned an undivided share of and had the right to unilaterally license and exploit their "Business Manager" Internet job scheduling software (which had been jointly developed by such parties), and all related improvements, revisions, developments and documentation from time to time voluntarily made or procured by any of them at its own expense. Business Manager and its other proprietary software and applications are used by the Company for (among other things) the scheduling, tracking, coordination and reporting of its merchandising and marketing services and are accessible via the Internet or other applicable telecommunication network by the authorized representatives of the Company and its clients through their respective computers and mobile devices. In addition, SPAR Trademarks, Inc. ("STM"), SBS and SIT entered into separate perpetual trademark licensing agreements whereby STM has granted non-exclusive royalty-free licenses to SIT and SBS (and through them to their commonly controlled subsidiaries and affiliates by sublicenses, including SAS) for their continued use of the name "SPAR" and certain other trademarks and related rights of STM, a wholly owned subsidiary of SGRP. SBS and SAS provide services to the Company, as described above, and SIT no longer provides services to and does not compete with the Company.

Through arrangements with the Company, SBS, SAS and other companies owned by Mr. Brown or Mr. Bartels participate in various benefit plans, insurance policies and similar group purchases by the Company, for which the Company charges them their allocable shares of the costs of those group items and the actual costs of all items paid specifically for them. All such transactions between the Company and the above affiliates are paid and/or collected by the Company in the normal course of business.

In addition to the above, SAS purchases insurance coverage for worker compensation, casualty and property insurance risk for itself, SBS and (through SBS under contracts with them) its field merchandising specialists and the Company from Affinity Insurance, Ltd. ("Affinity"). SAS owns a minority (less than 1%) of the common stock in Affinity. The Affinity insurance premiums for such coverage are ultimately charged to SAS, SBS (and through SBS to its covered field merchandising specialists) and the Company based on the contractual arrangements of the parties.

## SPAR Group, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

#### *11. Stock Based Compensation Plans*

The Company believes that it is desirable to align the interests of its directors, executives, employees and consultants with those of its stockholders through their ownership of shares of Common Stock issued by SGRP ("SGRP Shares"). Although the Company does not require its directors, executives, employees or consultants to own SGRP Shares, the Company believes that it can help achieve this objective by providing long term equity incentives through the issuance to its eligible directors, executives, employees or consultants of options to purchase SGRP Shares and other stock-based awards pursuant to the 2008 Plan (as defined below) and facilitating the purchase of SGRP Shares at a modest discount by all of its eligible executives, employees and consultants who elect to participate in its Employee or Consultant Stock Purchase Plans (as defined below). In particular, the Company believes that granting stock based awards (including restricted stock and options to purchase SGRP Shares) to such directors, executives, employees and consultants encourages growth in their ownership of SGRP Shares, which in turn leads to the expansion of their stake in the long-term performance and success of the Company.

SGRP has granted stock option and restricted stock awards to its eligible directors, officers and employees and certain employees of its affiliates to purchase SGRP Shares pursuant to the 2008 Stock Compensation Plan (as amended, the "2008 Plan"). SGRP's stockholders approved and adopted the 2008 Plan in May 2008, as the successor to various predecessor stock option plans (each a "Prior Plan") with respect to all new awards issued, and an amendment to the 2008 Plan in May 2009, permitting the discretionary repricing of existing awards. SGRP also has granted stock options that continue to be outstanding under the Prior Plans. Each Prior Plan will continue to be active for the purposes of any remaining outstanding options issued under it for so long as such options are outstanding.

The 2008 Plan provides for the granting of restricted SGRP Shares, stock options to purchase SGRP Shares (either incentive or nonqualified), and restricted stock units, stock appreciation rights and other awards based on SGRP Shares ("Awards") to SGRP Directors and the Company's specified executives, employees and consultants (which are employees of certain of its affiliates), although to date SGRP has not issued any permissible form of Award other than stock options and restricted shares. Unless terminated sooner as provided therein, the 2008 Plan will terminate on May 28, 2018, which is ten years from the 2008 Plan Effective Date, and no further Awards may be made under it. However, any existing Awards made prior to such termination will continue in accordance with their respective terms and will continue to be governed by the 2008 Plan. Stock options granted under the 2008 Plan have a maximum term of ten years, except in the case of incentive stock options granted to greater than 10% stockholders (whose terms are limited to a maximum of five years), and SGRP has generally issued options having those maximum terms.

The 2008 Plan limits the number of SGRP Shares that may be covered by Awards ("Outstanding Covered Shares") to 5,600,000 SGRP Shares in the aggregate (the "Maximum Covered Shares"), which Outstanding Covered Shares for this purpose consist of the sum of (i) the SGRP Shares covered by all Awards issued under the 2008 Plan on or after May 29, 2008 ("New Awards"), plus (ii) and the SGRP Shares covered by all stock options issued at any time under the prior Plans to the extent they were still outstanding on May 29, 2008 ("Continuing Awards"). SGRP Shares covered by New Awards or Continuing Awards that expire, lapse, terminate, are forfeited, become void or otherwise cease to exist (other than as a result of exercise) are no longer Outstanding Covered Shares, are added back to remaining availability under the Maximum Covered Shares and thus become available for new Award grants, while those SGRP Shares covered by exercised New Awards or Continuing Awards continue to be Outstanding Covered Shares and are not added back to, and thus continue to reduce, the remaining availability under the Maximum Covered Shares under the 2008 Plan. The Outstanding Covered Shares and Maximum Covered Shares (as well as the SGRP Shares covered by a particular Award) are all subject to certain adjustments that may be made by the Compensation Committee upon the occurrence of certain changes in SGRP's capitalization or structure as provided in the 2008 Plan. Except for the adjustments described above, an increase in the Maximum Covered Shares requires the consent of the SGRP stockholders under the terms of the 2008 Plan, Nasdaq rules and applicable law.

As of December 31, 2015, approximately 1.2 million shares were available for grant under the amended 2008 Plan.

The 2008 Plan (as amended in 2009) gives SGRP's Compensation Committee the full authority and complete flexibility from time to time to designate and modify (in its discretion) one or more of the outstanding Awards (including their exercise and base prices and other components and terms) to (among other things) restore their intended values and incentives to their holders. However, the exercise price, base value or similar component (if equal to SGRP's full stock price at issuance) of any Award cannot be lowered to an amount that is less than the Fair Market Value (as defined in the 2008 Plan) on the date of the applicable modification, and no modification can adversely affect an awardee's rights or obligations under an award without the awardee's consent. No further consent of SGRP's stockholders is required for any repricing or other modification of any outstanding or other award under the 2008 Plan, including those previously issued under the Prior Plans. To date, Awards have only been repriced once (in 2009) pursuant to this authority.



## SPAR Group, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

#### *11. Stock Based Compensation Plans (continued)*

Restricted stock, stock options and other stock based awards under the 2008 Plan may be issued from time to time by SGRP in its discretion to the Company's executives and other employees and generally are included in the annual incentive plans of SGRP's executives. Each year the Compensation Committee establishes (with recommendations from management) a budget for the maximum number of SGRP Shares that may be awarded in the applicable year (although Awards to new employees may not be covered by such budget in the Committee's discretion). The Company's management may present recommendations for such awards to the Compensation Committee at any of its regular quarterly meetings, although recently most recommendations have been made at the August meeting other than those for new employees. The Chairman of the Board or the Compensation Committee may make those recommendations respecting the Company's Chief Executive Officer, and the Chief Executive Officer makes those recommendations respecting the Company's other executive and senior officers, as well as for any new officer or employee, and each of those executive officers in turn are allocated potential award shares for their departments and make recommendations respecting those under their supervision (subject to review and approval by the Chief Executive Officer). In recommending to the Compensation Committee the actual number of restricted stock, stock options (and options shares covered) or other stock based Award to be granted to each individual, the person making the recommendation makes an assessment of the individual's contribution to these or decrease in the participant's abilities, responsibilities and performance of his or her duties. The Compensation Committee reviews and discusses managements' recommendations at its meeting and determines whether and to what extent to approve and grant the proposed restricted stock, stock options (and options shares covered) or other stock based Awards to executives, employees and consultants of the Company pursuant to the 2008 Plan.

#### *Stock Options*

The stock option Awards issued under the 2008 Plan are typically "nonqualified" (as a tax matter), have a ten (10) year maximum life (term) and vest during the first four years following issuance at the rate of 25% on each anniversary date of their issuance so long as the holder continues to be employed by the Company. Stock-based compensation cost is measured on the grant date, based on the fair value of the stock options Award calculated at that date, and is recognized as compensation expense on a straight-line basis over the requisite service period, which generally is the options' vesting period. Fair value is calculated using the Black-Scholes option pricing model.

**SPAR Group, Inc. and Subsidiaries**  
**Notes to Consolidated Financial Statements**

**11. Stock Based Compensation Plans (continued)**

Stock option Award activity for the years ended December 31, 2015 and 2014 is summarized below:

Option Awards	Covered Shares	Weighted- Average Exercise Price	Weighted- Average Remaining Contractual Term (Years)	Aggregate Intrinsic Value (thousands)
Outstanding at January 1, 2014	3,550,599	\$ 0.99	6.64	\$ 3,577
Exercised/cancelled	(453,522)	0.53	-	445
Forfeited or expired	(1,750)	1.01	-	-
<b>Outstanding at December 31, 2014</b>	<b>3,095,327</b>	<b>\$ 1.07</b>	<b>6.39</b>	<b>\$ 1,322</b>
Exercised/cancelled	61,124	0.69	-	46
Forfeited or expired	67,709	1.62	-	-
<b>Outstanding at December 31, 2015</b>	<b>2,966,494</b>	<b>\$ 1.05</b>	<b>5.17</b>	<b>\$ 753</b>
<b>Exercisable at December 31, 2015</b>	<b>2,543,941</b>	<b>\$ 0.91</b>	<b>4.76</b>	<b>\$ 753</b>

The following table summarizes information about stock options outstanding at December 31, 2015:

Range of Exercise Prices	Option Awards Outstanding			Option Awards Exercisable	
	Covered Shares Outstanding	Weighted Average Remaining Contractual Life	Weighted Average Exercise Price	Covered Shares Exercisable	Weighted Average Exercise Price
Less than \$1.00	1,596,186	3.64	\$ 0.55	1,596,186	\$ 0.55
\$1.00 - \$2.00	942,808	6.68	1.42	717,755	1.35
\$2.01 - \$4.00	427,500	7.58	2.13	230,000	2.13
<b>Outstanding at December 31, 2015</b>	<b>2,966,494</b>		<b>\$ 1.05</b>	<b>2,543,941</b>	<b>\$ 0.91</b>

The weighted-average grant-date fair value of stock option Awards granted during the year ended December 31, 2015 was \$0. The total intrinsic value of stock option Awards exercised during the year ended December 31, 2015 and 2014 was \$46,000 and \$445,000, respectively. The tax benefit, available to the Company, from stock options exercised during the years ended December 31, 2015 and 2014 was approximately \$17,500 and \$169,000, respectively. However, since the Company has NOL's available for the next several years, these tax benefits have not been realized as of this report.

The Company recognized \$395,000 and \$511,000 in stock-based compensation expense relating to stock option Awards during the years ended December 31, 2015 and 2014, respectively. The recognized tax benefit on stock based compensation expense related to stock options during the years ended December 31, 2015 and 2014, was approximately \$150,000 and \$197,000, respectively.

As of December 31, 2015, total unrecognized stock-based compensation expense related to stock options was \$516,000. This expense is expected to be recognized over a weighted average period of approximately 1.6 years, and will be adjusted for changes in estimated forfeitures.

**SPAR Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**11. Stock Based Compensation Plans (continued)**

**Restricted Stock**

The restricted stock Awards previously issued under the 2008 Plan vested during the first four years following issuance at the rate of 25% on each anniversary date of their issuance so long as the holder continues to be employed by the Company. Restricted stock granted under the 2008 Plan is measured at fair value on the date of the grant, based on the number of shares granted and the quoted price of the Company's common stock. The shares of stock are issued and value is recognized as compensation expense ratably over the requisite service period which generally is the Award's vesting period. In 2015, the Company issued 44,000 restricted stock Awards to its employees and to a Director.

The performance stock Awards were based on achievement of at least \$8,000,000 in EBITDA during any rolling 12 month period as filed on the Company's quarterly or year-end 10Q/10K starting with the 10Q filed for the period ending March 31, 2016 through December 31, 2018. In 2015, the Company issued 74,100 performance stock Awards to employees of the Company.

The following table summarizes the activity for restricted stock Awards during the years ended December 31, 2015 and 2014:

	Shares	Weighted-Average Grant Date Fair Value per Share
Unvested at January 1, 2014	80,000	\$ 2.03
Granted	107,400	1.51
Vested	(80,000)	2.03
Forfeited	-	-
Unvested at December 31, 2014	107,400	1.51
Granted	118,100	1.31
Vested	(25,625)	1.51
Forfeited	(4,900)	-
Unvested at December 31, 2015	194,975	\$ 1.39

During the years ended December 31, 2015 and 2014, the Company recognized approximately \$39,000 and \$144,000, respectively, of stock-based compensation expense related to restricted stock. The recognized tax benefit on stock based compensation expense related to restricted stock during the years ended December 31, 2015 and 2014 was approximately \$15,000 and \$55,000, respectively.

During the years ended December 31, 2015 and 2014, the total fair value of restricted stock vested was \$155,200 and \$162,400, respectively.

As of December 31, 2015, total unrecognized stock-based compensation expense related to unvested restricted stock Awards was \$246,300, which is expected to be expensed over a weighted-average period of 4.0 years.

**Stock Purchase Plans**

In 2001, SGRP adopted its 2001 Employee Stock Purchase Plan (the "ESP Plan"), which replaced its earlier existing plan, and its 2001 Consultant Stock Purchase Plan (the "CSP Plan"). These plans were each effective as of June 1, 2001. The ESP Plan allows employees of the Company, and the CSP Plan allows employees of the affiliates of the Company to purchase SGRP's Common Stock from SGRP without having to pay any brokerage commissions. On August 8, 2002, SGRP's Board approved a 15% discount for employee purchases of Common Stock under the ESP Plan and recommended that its affiliates pay 15% of the value of the stock purchased as a cash bonus for affiliate consultant purchases of Common Stock under the CSP Plan.

**12. Segment Information**

The Company reports net revenues from operating income by reportable segment. Reportable segments are components of the Company for which separate financial information is available that is evaluated on a regular basis by the chief operating decision maker in deciding how to allocate resources and in assessing performance.

The Company provides similar merchandising and marketing services throughout the world, operating within two reportable segments, its Domestic Division and its International Division. The Company uses those divisions to improve its administration and operational and strategic focuses, and it tracks and reports certain financial information separately for each of those divisions. The Company measures the performance of its Domestic and International Divisions and subsidiaries using the same metrics. The primary measurement utilized by management is operating profits, historically the key indicator of long-term growth and profitability, as the Company is focused on reinvesting the operating profits of each of its international subsidiaries back into its local markets in an effort to improve market share and continued expansion efforts.

12. Segment Information (continued)

SPAR Group, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

The accounting policies of each of the reportable segments are the same as those described in the Summary of Significant Accounting Policies. Management evaluates performance as follows (in thousands):

	Year Ended December 31,	
	2015	2014
Revenue, net:		
United States	\$ 43,612	\$ 46,404
International	75,667	75,617
Total revenue	<u>\$ 119,279</u>	<u>\$ 122,021</u>
Operating income:		
United States	\$ 609	\$ 1,349
International	2,656	1,940
Total operating income	<u>\$ 3,265</u>	<u>\$ 3,289</u>
Interest expense:		
United States	\$ 92	\$ 84
International	122	74
Total interest expense	<u>\$ 214</u>	<u>\$ 158</u>
Other expense (income), net:		
United States	\$ —	\$ —
International	(243)	(292)
Total other expense (income), net	<u>\$ (243)</u>	<u>\$ (292)</u>
Income before income tax expense (benefit):		
United States	\$ 517	\$ 1,265
International	2,777	2,158
Total income before income tax expense (benefit)	<u>\$ 3,294</u>	<u>\$ 3,423</u>
Income tax expense (benefit):		
United States	\$ (65)	\$ (1,563)
International	884	615
Total income tax expense (benefit)	<u>\$ 819</u>	<u>\$ (948)</u>
Net income:		
United States	\$ 582	\$ 2,828
International	1,893	1,543
Total net income	<u>\$ 2,475</u>	<u>\$ 4,371</u>
Depreciation and amortization:		
United States	\$ 1,350	\$ 1,294
International	555	459
Total depreciation and amortization	<u>\$ 1,905</u>	<u>\$ 1,753</u>

12. Segment Information (continued)

SPAR Group, Inc. and Subsidiaries

Notes to Consolidated Financial Statements

Capital expenditures:

United States	\$	1,118	\$	1,011
International		457		315
Total capital expenditures	\$	<u>1,575</u>	\$	<u>1,326</u>

Note: There were no inter-company sales for 2015 or 2014.

		December 31,	
		2015	2014
Assets:			
United States	\$	21,799	\$ 21,748
International		21,607	22,822
Total assets	\$	<u>43,406</u>	<u>\$ 44,570</u>

Geographic Data (in thousands)

	Year Ended December 31,			
	2015		2014	
		% of consolidated net revenue		% of consolidated net revenue
Net international revenues:				
South Africa	\$ 20,341	17.1 %	\$ 17,695	14.5%
Mexico	17,616	14.8	18,923	15.5
China	14,755	12.4	8,418	6.9
Canada	6,374	5.3	7,220	5.9
India	6,372	5.3	7,424	6.1
Japan	5,473	4.6	7,420	6.1
Australia	4,297	3.6	6,437	5.3
Turkey	439	0.4	2,080	1.7
Total international revenue	<u>\$ 75,667</u>	<u>63.5 %</u>	<u>\$75,617</u>	<u>62.0%</u>

	Years Ended December 31	
	2015	2014
Long lived assets:		
United States	\$ 10,147	\$ 9,368
International	3,148	3,243
Total long lived assets	<u>\$ 13,295</u>	<u>\$ 12,611</u>

13. Purchase and Sale of Interests in Subsidiaries

The following contains descriptions of the Company's purchases and sale of interests in its operating subsidiaries during the years ended December 31, 2015 and 2014. In each of the consolidated subsidiaries noted below, the Company made its investment together with an experienced person or company in the local area who is not otherwise affiliated with the Company (each a "Local Investor"). The Company provides its subsidiaries with its proprietary Internet-based technological systems (which include its logistical, communication, scheduling, tracking, reporting and accounting programs) that run on and are developed, managed, maintained and controlled from the Company's information and technology control center in Auburn Hills, Michigan, U.S.A. (the Company's "Global Technology Systems"), which are generally phased in over time following acquisition. The Company also provides its subsidiaries with company-wide executive management, administrative support, accounting oversight, procedures and controls (financial and reporting), credit support and corporate codes and policies that apply to each such subsidiary (the Company's "Global Administration", and together with its Global Technology Systems, the Company's "Global Contributions"). The Company also seeks to own a majority (at least 51%) of such a subsidiary's equity while the Local Investor purchases a minority equity interest in it (49% or less). In addition to that equity, a Local Investor provides credit support, certain services and the useful local attention, perspective and relationships of a substantial (although non-controlling) equity owner with a strong financial stake in such subsidiary's success (the "Local Contributions"). The Local Investor also often contributes an existing customer base to the subsidiary in which it invests. The Company, through its various agreements with the applicable Local Investor, has provided for exit strategies that are deemed fair and equitable for both the Company and the Local Investor.

**SPAR Group, Inc. and Subsidiaries**

**Notes to Consolidated Financial Statements**

**13. Purchase and Sale of Interests in Subsidiaries (continued)**

China (Unilink)

In July 2014, the Company, through its subsidiary in Hong Kong, SPAR China Ltd., entered into an agreement to purchase certain business assets of the following three companies in China: Shanghai Unilink Marketing Execution and Design Co. Ltd, Shanghai Gold Park Investment Management Co. Ltd, and Beijing Merchandising Sales and Marketing Co. Ltd (collectively Unilink). As consideration for the purchase, Unilink is paid in cash of \$1.1 million and a 20% ownership in SPAR Shanghai at closing, leaving SPAR, Shanghai Wedone Marketing Consulting Co. Ltd (the Local Investor) and Unilink with ownership interests in SPAR Shanghai of 51%, 29% and 20%, respectively. The Company began consolidating operations beginning August 1, 2014.

Of the total purchase price of \$1.46 million, the Company's investment in Unilink represented 51% or \$749,660, of which, \$374,830 was paid in cash and the remaining \$374,830 was recorded as a contingent liability to be paid based on Unilink's future earnings as fully described below. Our Local Investor in Shanghai invested the remaining 49% or a total of \$720,262.

The total contingent liability of \$374,830 (payable at the rate of \$187,415 in each of the next two year periods) is due and payable to Unilink provided Unilink operation income exceeds base earnings of \$235,000 in each of the next two year periods. If this minimum operation earnings is not achieved in each year the payment in that year is not paid to Unilink. Unilink was paid \$187,415 in 2015 since it exceeded their base earnings target and the Company is confident that the Unilink business will meet or exceed this minimum operating earnings target again in 2016 and therefore has recorded the additional future payment of \$187,415 as a contingent liability at December 31, 2015. The Company has completed its valuation of the fair value and recorded an intangible asset for its customer list that was valued at \$1,469,922 at December 31, 2014, which is being amortized over ten years.

In addition, if (for each of the next two year periods) the operating earnings of Unilink exceed \$585,000 in each year, SPAR Shanghai agreed to pay a bonus to the sellers of Unilink equal to 50% of the excess operating income over the base of \$585,000. The Company does not expect that the Unilink business will exceed the \$585,000 operating earnings target and, as such, has not recorded this additional future payment as a contingent liability at December 31, 2015.

**14. Net Income Per Share**

The following table sets forth the computations of basic and diluted net income per share (in thousands, except per share data):

	<b>Year Ended December 31,</b>	
	<b>20 15</b>	<b>20 14</b>
<b>Numerator:</b>		
Net income attributable to SPAR Group, Inc.	\$ 892	\$ 3,268
<b>Denominator:</b>		
Shares used in basic net income per share calculation	20,559	20,578
Effect of diluted securities:		
Stock options and unvested restricted shares	1,014	1,252
Shares used in diluted net income per share calculations	21,573	21,830
Basic net income per common share:	\$ 0.04	\$ 0.16
Diluted net income per common share:	\$ 0.04	\$ 0.15

SPAR Group, Inc. and Subsidiaries

Schedule II – Valuation and Qualifying Accounts

(In thousands)

	<b>Balance at Beginning of Period</b>	<b>(Recovered From)/ Charged to Costs and Expenses</b>	<b>Deductions <sup>(1)</sup></b>	<b>Balance at End of Period</b>
Year ended December 31, 2015:				
Deducted from asset accounts:				
Allowance for doubtful accounts	\$ 259	388	105	\$ 542
Year ended December 31, 2014:				
Deducted from asset accounts:				
Allowance for doubtful accounts	\$ 122	115	(22)	\$ 259

(1) Uncollectible accounts written off, net of recoveries

SEVENTH AGREEMENT OF AMENDMENT TO REVOLVING LOAN AND  
SECURITY AGREEMENT AND OTHER DOCUMENTS

This Seventh Agreement of Amendment to Revolving Loan and Security Agreement and Other Documents (this "Amendment") shall be dated and effective as of September 28, 2015 and is by and between STERLING NATIONAL BANK, having an office at 489 Fifth Avenue, New York, New York 10017 ("Sterling"), and any other entity becoming a lender pursuant to the Loan Agreement (as hereinafter defined) are individually referred to as a "Lender" and collectively referred to as the "Lenders", and Sterling as the agent for the Lenders as well as acting for the benefit of the Lenders (the "Agent"), and SPAR GROUP, INC., a Delaware corporation, SPAR NATIONAL ASSEMBLY SERVICES, INC., a Nevada corporation, SPAR GROUP INTERNATIONAL, INC., a Nevada corporation, SPAR ACQUISITION, INC., a Nevada corporation, SPAR TRADEMARKS, INC., a Nevada corporation, SPAR MARKETING FORCE, INC., a Nevada corporation, SPAR CANADA, INC., a Nevada corporation and SPAR CANADA COMPANY, an unlimited liability company incorporated in the Province of Nova Scotia, Canada (either separately, jointly, or jointly and severally, collectively, the "Borrowers"), each having an address at 333 Westchester Avenue, South Building, Suite 204, White Plains, New York 10604.

WHEREAS, the Borrowers have executed and delivered or have become parties to, as applicable, a certain Secured Revolving Loan Note dated July 6, 2010 in the original principal amount of Five Million and 00/100 Dollars (\$5,000,000.00), payable to the order of the Agent, as same was subsequently increased to Six Million Five Hundred Thousand Dollars (\$6,500,000.00) and as same was subsequently further increased to Seven Million Five Hundred Thousand and 00/100 Dollars (\$7,500,000.00) as evidenced by a certain Amended and Restated Secured Revolving Loan Note dated July 1, 2014 (collectively, the "Existing Note") and as same (and Sterling's Commitment to make revolving loan advances) is being further increased to Eight Million Five Hundred Thousand and 00/100 Dollars (\$8,500,000.00) pursuant to an Amended and Restated Secured Revolving Loan Note of even date herewith in the original principal amount of Eight Million Five Hundred Thousand Dollars (\$8,500,000.00) issued by the Borrowers to Sterling in order to continue and evidence the outstanding indebtedness under and amend, restate and completely replace the Existing Note (the "Note");

WHEREAS, in connection with the execution and delivery of the Existing Note and to secure payment and performance of the Note (and prior to its execution, the Existing Note) and other obligations of the Borrowers to the Agent, the Agent and the Borrowers have executed or become parties to, as applicable, a certain Revolving Loan and Security Agreement effective July 6, 2010, as same has been amended from time to time and as same is hereby further amended pursuant to the terms of this Amendment (collectively, the "Loan Agreement");



WHEREAS, in addition to the Note and the Loan Agreement, the Borrowers and the Agent have executed and/or delivered certain other collateral agreements, certificates and instruments perfecting or otherwise relating to the security interests created, which together with the Note and the Loan Agreement are hereinafter individually referred to as a "Loan Document" and collectively referred to as the "Loan Documents";

WHEREAS, National Assembly Services, Inc., a New Jersey corporation (which was incorrectly referenced as a Nevada corporation in a prior amendment to the Loan Agreement), merged with SPAR National Assembly Services, Inc., a Nevada corporation, with SPAR National Assembly Services, Inc. being the surviving company and which company is in the process of changing its name to SPAR Assembly & Installation, Inc.;

WHEREAS, the Borrowers have requested that the Agent modify the amount of the Revolving Loan and make certain other modifications to the terms of the Revolving Loan evidenced by the Note, the Loan Agreement and the other Loan Documents to which the Agent has agreed provided the Borrowers enter into this Amendment;

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which being hereby acknowledged, the Agent and the Borrowers hereby agree as follows:

1. Capitalized terms not defined herein shall have the meaning set forth in the Loan Agreement.

2. Section 1.1(a) of the Loan Agreement is hereby amended to read in its entirety as follows:

"Lender agrees to provide, in its sole and absolute discretion, advances in the maximum aggregate amount of \$8,500,000.00 to the Borrower for the Revolving Loan and Letters of Credit ("Commitment"), but not in excess of the Borrower's Borrowing Base, at one time or from time to time at the request of the Borrower on a Revolving Loan basis (the "Revolving Loan"), which may be repaid and reborrowed during the term of this Agreement. The full amount of outstanding principal and interest on account of the Revolving Loan is to be payable on July 6, 2017."

3. The first paragraph of Section 1.1(b) of the Loan Agreement is hereby amended to read in its entirety as follows:

"The term "Borrowing Base" means an amount equal to the lesser of (i) Eight Million Five Hundred Thousand and 00/100 Dollars (\$8,500,000.00) or the sum of (ii) up to eighty-five percent (85%) of the face amount of the Borrower's "Qualified Accounts" plus (iii) the lesser of (A) up to sixty-five percent (65%) of the face amount of the Borrower's otherwise Qualified Accounts which are unbilled for not more than up to sixty (60) days following completion of service or product, or (B) Three Million and 00/100 Dollars (\$3,000,000.00), but which, in no event, shall exceed fifty percent (50%) of the Borrowing Base (in each case all less reserves determined by Agent for advertising allowances, warranty claims and other contingencies) as that term is defined in this Agreement, plus (iv) up to Five Hundred Thousand and 00/100 Dollars (\$500,000.00) of the full unpaid and outstanding balance of any standby letters of credit which Lenders in their sole and absolute discretion may issue on account of the Borrower, which letters of credit are to be fully and separately cash collateralized."

4. Subsection (D) of Section 1.1(c) of the Loan Agreement is hereby amended to read in its entirety as follows:

"Accounts (not to exceed \$3,000,000.00 in the aggregate) with respect to which the account debtor is not billed in and paid from the United States of America or Canada (excluding the province of Quebec) unless such Account is (1) fully guaranteed and secured by an irrevocable letter of credit in form and substance satisfactory to Agent, or (2) is fully covered by foreign credit insurance pursuant to a policy satisfactory in form and substance to Agent and issued by an insurer acceptable to Agent; provided however that conditional requirements (1) and (2) above do not apply to SPAR Canada Company;"

5. The Capital Expenditures covenant set forth in Section 7.16 in the Loan Agreement is hereby amended to read in its entirety as follows:

"The Borrower is not to enter into any agreement to purchase or pay for, or become obligated to pay for, capital expenditures in an amount aggregating in excess of \$2,000,000.00 during any fiscal year."

6. Section 7.17 of the Loan Agreement is hereby amended to read in its entirety as follows:

"Neither the Borrower (on a combined basis) nor SPAR Group, Inc. and its Subsidiaries (on a consolidated basis) is to create or suffer to exist its combined or consolidated indebtedness to tangible net worth ratio, the numerator of which being Indebtedness and the denominator of which being Tangible Net Worth, to be greater than (a) 3.0 to 1 for the Borrower on a combined basis and (b) 3.0 to 1 for SPAR Group, Inc. and its Subsidiaries on a consolidated basis. The term "Indebtedness" is to be determined on a combined basis for the Borrower or a consolidated basis for SGRP and its Subsidiaries, as applicable, in accordance with GAAP and includes all items which should be and are included on the balance sheet in determining total liabilities, whether demand, installment, contingent, secured, unsecured, guaranteed, endorsed or assumed."

7. The first sentence of Section 7.19 of the Loan Agreement is hereby amended to read in its entirety as follows:

"The Borrower is not to cause or permit its combined Fixed Charge Coverage Ratio to be less than 1.5 to 1.0 as of the last day of each fiscal quarter for the twelve month period then ended."

8. The first paragraph of Section 14.1 of the Loan Agreement is hereby amended to read in its entirety as follows:

"The Revolving Loan terminates July 6, 2017."

9. All references in the Loan Agreement and the other Loan Documents, if any, to (a) National Assembly Services, Inc., a New Jersey corporation, or incorrect references to National Assembly Services, Inc., a Nevada corporation, shall hereafter be to and mean SPAR National Assembly Services, Inc., a Nevada corporation, and upon completing a pending name change, SPAR Assembly & Installation, Inc., whether by name or defined term, as a "Borrower" or otherwise; and (b) the "Note" or "Notes", whether by name, as a "Loan Document" or otherwise, shall hereafter be to and mean the Amended and Restated Secured Revolving Loan Note dated as of September 28, 2015, in the original principal amount of Eight Million Five Hundred Thousand and 00/100 Dollars (\$8,500,000.00), made payable by the Borrowers to the order of Sterling, as amended, and issued in order to continue and evidence the outstanding indebtedness under and amend, restated and completely replace the Existing Note and any other note(s) that may be issued by Borrowers to evidence the Revolving Loan.

10. In the event of any ambiguity or inconsistency between the Loan Documents and this Amendment, the language and interpretation of this Amendment shall be deemed binding and paramount.

11. The Borrowers hereby represent and warrant to the Agent that:

(a) Each and every of the representations and warranties set forth in the Loan Agreement and the other Loan Documents are true in all material respects as of the date hereof and with the same effect as though made on the date hereof (except as and to the extent limited to reference dates), and are hereby incorporated herein in full by reference as if fully restated herein in its entirety;

(b) No Default or event of Default and no event or condition which, with the giving of notice or lapse of time or both, would constitute such a default or event of Default, now exists or would exist under any Loan Document after giving effect hereto;

(c) There are no defenses or offsets to its outstanding obligations under the Loan Agreement or any of the other Loan Documents executed in connection therewith, and if any such defenses or offsets exist without the knowledge of the Borrowers, the same are hereby waived;

(d) The Borrowers are not subject to any legal or contractual restrictions on their ability to enter into this Amendment;

(e) The individual(s) executing this Amendment on behalf of the Borrowers has the requisite power and authority to execute and deliver this Amendment and that all action necessary to authorize the execution, delivery and performance of this Amendment has been duly taken, and this Amendment is being duly executed and delivered by the officer or other representative authorized to execute and deliver this Amendment; and

(f) As of the date hereof, the Borrowers are each duly formed, validly existing, and in good standing under the laws of the jurisdiction of its formation and each is duly qualified as a foreign corporation and in good standing under the laws of each other jurisdiction in which such qualification is required.

12. It is expressly understood and agreed that all collateral security for the extensions of credit set forth in the Loan Agreement is and shall continue to be collateral security for all extensions of credit provided under the Loan Agreement as herein amended. Without limiting the generality of the foregoing, the Borrowers hereby absolutely and unconditionally confirm that each document and instrument executed by the Borrowers pursuant to the Loan Agreement continues in full force and effect, is hereby ratified and confirmed and is and shall continue to be applicable to the Loan Agreement (as herein amended).

13. The amendment set forth herein is limited precisely as written and shall not be deemed to (a) be a consent to or a waiver of any other term or condition of the Loan Agreement, the Loan Documents or any of the documents referred to therein, or (b) prejudice any right or rights which the Agent may now have or may have in the future under or in connection with the Loan Agreement, the Loan Documents or any documents referred to therein, as amended. Whenever the Loan Agreement is referred to in the Loan Agreement, the Loan Documents or any of the instruments, agreements or other documents or papers executed and delivered in connection therewith, it shall be deemed to mean the Loan Agreement and other Loan Documents as amended hereby.

14. The Borrowers agree to sign, deliver and file any additional documents and take any other actions that may reasonably be required by the Agent including, but not limited to, affidavits, resolutions, or certificates for the full and complete consummation of the matters covered by this Amendment.

15. This Amendment is binding upon, inures to the benefit of, and is enforceable by, the heirs, personal representatives, successors and assigns of the parties hereto. This Amendment is not assignable by the Borrowers without the prior written consent of the Agent, provided, however, that this Amendment shall be deemed to be assigned with any assignment of the Loan Agreement consented to by the Agent.

16. To the extent that any provision of this Amendment is determined by any court or legislature to be invalid or unenforceable in whole or in part either in a particular case or in all cases, such provision or part thereof is to be deemed surplusage. If that occurs, it shall not have the effect of rendering any other provision of this Amendment invalid or unenforceable and this Amendment is to be construed and enforced as if such invalid or unenforceable provision or part thereof were omitted.

17. This Amendment may only be changed or amended by a written agreement signed by all of the parties. By execution of this Amendment, the Agent is not to be deemed to consent to any future renewal, extension or amendment of the Revolving Loan or the Loan Documents.

18. This Amendment may be executed in one or more counterparts, each of which shall be deemed an original. Said counterparts shall constitute but one and the same instrument and shall be binding upon each of the undersigned individually as fully and completely as if all had signed but one instrument.

19. This Amendment shall be governed by and construed and enforced in accordance with the laws of the State of New York without giving effect to New York's conflict of laws principles that would defer to the substantive laws of any other jurisdiction.

20. The parties to this Amendment acknowledge that each has had the opportunity to consult independent counsel of their own choice, and that each has relied upon such counsel's advice concerning this Amendment, the enforceability and interpretation of the terms contained in this Amendment and the consummation of the transaction and matters covered by this Amendment.

21. The obligation of the Agent to enter into this Amendment is subject to the following:

- (a) Receipt by the Agent of a fully executed counterpart of this Amendment and the Amended and Restated Secured Revolving Loan Note from the Borrowers;
- (b) Receipt by the Agent of a deferred financing fee in the amount of Seven Thousand Five Hundred and 00/100 Dollars (\$7,500.00); and
- (c) The Agent shall have received such other documents or information as it may reasonably request.

In addition to the foregoing, the Borrowers agree that they shall be obligated for the payment of the Agent's reasonable legal fees incurred in connection with the preparation of this Amendment.

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The undersigned have caused this Amendment to be executed as of the day and year first above written.

STERLING NATIONAL BANK

By: /s/ Joanne L. Wong

Name: Joanne L. Wong

Title: Vice President

SPAR GROUP, INC.

By: /s/ James R. Segreto

Name: James R. Segreto

Title: Chief Financial Officer,  
Treasurer and Secretary

SPAR NATIONAL ASSEMBLY SERVICES, INC.

By: /s/ James R. Segreto

Name: James R. Segreto

Title: Chief Financial Officer,  
Treasurer and Secretary

SPAR GROUP INTERNATIONAL, INC.

By: /s/ James R. Segreto

Name: James R. Segreto

Title: Chief Financial Officer,  
Treasurer and Secretary

SPAR ACQUISITION, INC.

By: /s/ James R. Segreto

Name: James R. Segreto

Title: Chief Financial Officer,  
Treasurer and Secretary

SPAR TRADEMARKS, INC.

By: /s/ James R. Segreto

Name: James R. Segreto

Title: Chief Financial Officer,  
Treasurer and Secretary

-Signatures Continued on Following Page-

SPAR MARKETING FORCE, INC.

By: /s/ James R. Segreto

Name: James R. Segreto

Title: Chief Financial Officer,  
Treasurer and Secretary

SPAR CANADA, INC.

By: /s/ James R. Segreto

Name: James R. Segreto

Title: Chief Financial Officer,  
Treasurer and Secretary

SPAR CANADA COMPANY

By: /s/ James R. Segreto

Name: James R. Segreto

Title: Chief Financial Officer,  
Treasurer and Secretary

## AMENDED AND RESTATED SECURED REVOLVING LOAN NOTE

\$8,500,000.00

As of September 28, 2015  
New York, New York

As and when provided by the terms of that certain Revolving Loan and Security Agreement effective July 6, 2010, as same has been amended from time to time and as same has been further amended as of the date hereof and as same may be subsequently amended, signed by the undersigned as "Borrower" (collectively, "Loan Agreement"), *For Value Received*, the undersigned (collectively, the "Borrower"), jointly and severally, promises to pay to the order of STERLING NATIONAL BANK (the "Lender"), in care of Sterling National Bank, as Agent pursuant to the Loan Agreement (the "Agent"), at 489 Fifth Avenue, New York, NY 10017, the principal sum of Eight Million Five Hundred Thousand and 00/100 Dollars (\$8,500,000.00), or such lesser principal amount actually advanced pursuant to the Loan Agreement.

This Note bears interest during each calendar month from the date hereof until paid as set forth in the Loan Agreement. Interest is to be paid at time intervals as set forth in the Loan Agreement. In no event is the interest rate to be higher than the maximum lawful rate. Interest is calculated on a daily basis upon the unpaid balance with each day representing 1/360th of a year.

All payments on this Note are to be made in immediately available lawful money of the United States by the Agent's direct charge to the Borrower's and the Guarantor's deposit accounts with the Agent. In addition to the provision above for direct charge of payments due, the Agent is hereby authorized, at its sole and absolute discretion, to debit any other of the Borrower's or the Guarantor's accounts for payments due as set forth in the Loan Agreement. This authorization does not affect the Borrower's obligations to pay when due all amounts payable under this Note, whether or not there are sufficient funds therefor in such accounts. The foregoing authorization is in addition to, and not in limitation of, any rights of setoff.

In the event and during the continuance of a Default (as defined in the Loan Agreement), the Agent in its discretion may impose the accrual of default interest on all amounts payable hereunder at a rate equal to five percent (5%) per annum (the "Default Rate") in addition to the interest rate otherwise payable hereunder. The Borrower acknowledges that: (i) such additional Default Rate is a material inducement to the Lender to make the loan; (ii) the Lender would not have made the loan in the absence of the agreement of the Borrower to pay such additional Default Rate; (iii) such additional Default Rate represents compensation for increased risk to the Lender that the loan will not be repaid; and (iv) such additional Default Rate is not a penalty and represents a reasonable estimate of (a) the cost to the Lender in allocating its resources (both personnel and financial) to the ongoing review, monitoring, administration and collection of the loan and (b) compensation to the Lender for losses that are difficult to ascertain.

In the event any payment is received by the Agent more than ten (10) days after the date due, the Agent may assess, in its discretion, and the undersigned is to pay, to the extent permitted by law, to the Lender a late charge of five percent (5%) of the overdue payment. Any such late charge so assessed by the Agent is immediately due and payable. Any payment received after 3:00 P.M. on a banking day (other than as advanced or debited later than such time by the Agent or any Lender) is deemed received on the next succeeding banking day.



This Note is secured by the Collateral as defined in the Loan Agreement. Capitalized terms used and not otherwise defined in this Note have the meaning set forth in the Loan Agreement. The terms and provisions of the Loan Agreement are incorporated herein by reference. In the event of conflict, ambiguity or inconsistency between the terms of the Loan Agreement and the terms hereof, the terms of the Loan Agreement prevail.

Except as otherwise specified in the Loan Agreement, each payment made in respect of this Note is to be applied first to the payment of any expenses or charges payable hereunder and accrued interest, and the balance applied to principal amounts due under this Note.

The undersigned hereby waives demand, notice of non-payment, protest, and all other notices or demands whatsoever, and hereby consents that without notice to and without releasing the liability of any party, the obligations evidenced by this Note or the Loan Agreement may from time to time, in whole or part, be renewed, extended, modified, accelerated, compromised, settled or released by the Lender.

The Lender's books and records are prima facie evidence of the amount of the obligations and are binding upon the Borrower absent manifest error.

The Lender is hereby authorized to fill in any blank spaces in this Note and to date this Note as of the applicable date and to correct patent errors herein.

Pursuant to Section 5-1401 of the New York General Obligations Law, the substantive laws of the State of New York, without regard to the choice of law principles that might otherwise apply to defer to the substantive laws of another jurisdiction, shall govern the validity, construction, enforcement and interpretation of this Note.

BORROWER, AGENT AND LENDERS EACH HEREBY WAIVE ALL RIGHTS TO A TRIAL BY JURY IN ANY LITIGATION RELATING TO THIS NOTE OR OTHER LOAN DOCUMENTS AS AN INDUCEMENT TO THE ACCEPTANCE BY THE LENDER OF THIS NOTE.

(REMAINDER OF PAGE INTENTIONALLY LEFT BLANK)

This Note is being executed and delivered as a restatement of the outstanding indebtedness evidenced by that certain Amended and Restated Secured Revolving Loan Note dated July 1, 2014, as same may have previously been amended or restated (hereinafter referred to as the "Existing Note") and secured by the Loan Agreement. The indebtedness evidenced by this Note constitutes a total restatement of the indebtedness evidenced by the Existing Note in the current aggregate amount outstanding and/or available to be advanced thereunder of \$8,500,000.00. This Note shall not constitute a cancellation or novation with respect to the indebtedness evidenced by the Existing Note. Such indebtedness (as heretofore evidenced by the Existing Note and as hereafter evidenced by this Note) shall continue to be secured by, inter alia, the Loan Agreement without interruption in the lien or priority thereof. Subject to the foregoing provisions this Note amends, restates and supersedes the Existing Note.

Witness:

/s/ Marc J. Pedalino  
Marc J. Pedalino

SPAR GROUP, INC.

By: /s/ James R. Segreto  
Name: James R. Segreto  
Title: Chief Financial Officer,  
Treasurer and Secretary

Witness:

/s/ Marc J. Pedalino  
Marc J. Pedalino

SPAR NATIONAL ASSEMBLY SERVICES, INC.

By: /s/ James R. Segreto  
Name: James R. Segreto  
Title: Chief Financial Officer,  
Treasurer and Secretary

Witness:

/s/ Marc J. Pedalino  
Marc J. Pedalino

SPAR GROUP INTERNATIONAL, INC.

By: /s/ James R. Segreto  
Name: James R. Segreto  
Title: Chief Financial Officer,  
Treasurer and Secretary

Witness:

/s/ Marc J. Pedalino  
Marc J. Pedalino

SPAR ACQUISITION, INC.

By: /s/ James R. Segreto  
Name: James R. Segreto  
Title: Chief Financial Officer,  
Treasurer and Secretary

-Signatures Continued on Following Page-

Witness:

/s/ Marc J. Pedalino  
Marc J. Pedalino

SPAR TRADEMARKS, INC.

By: /s/ James R. Segreto  
Name: James R. Segreto  
Title: Chief Financial Officer,  
Treasurer and Secretary

Witness:

/s/ Marc J. Pedalino  
Marc J. Pedalino

SPAR MARKETING FORCE, INC.

By: /s/ James R. Segreto  
Name: James R. Segreto  
Title: Chief Financial Officer,  
Treasurer and Secretary

Witness:

/s/ Marc J. Pedalino  
Marc J. Pedalino

SPAR CANADA, INC.

By: /s/ James R. Segreto  
Name: James R. Segreto  
Title: Chief Financial Officer,  
Treasurer and Secretary

Witness:

/s/ Marc J. Pedalino  
Marc J. Pedalino

SPAR CANADA COMPANY

By: /s/ James R. Segreto  
Name: James R. Segreto  
Title: Chief Financial Officer,  
Treasurer and Secretary

STATE OF )  
 ) ss.:  
COUNTY OF )

On the \_\_\_ day of \_\_\_\_\_ in the year 2015, before me, the undersigned, personally appeared James R. Segreto, personally known to me or proved to me on the basis of satisfactory evidence to be the individual whose name is subscribed to the within instrument and acknowledged to me that he executed the same in his capacity, and that by his signature on the instrument, the individual, or the person upon behalf of which the individual acted, executed the instrument.

\_\_\_\_\_  
Notary Public

**SPAR Group, Inc.  
List of Subsidiaries**

**100 % Owned Subsidiaries**

SPAR Acquisition, Inc.  
 SPAR Canada Company  
 SPAR Canada, Inc.  
 SPAR Group International, Inc.  
 SPAR, Inc.  
 SPAR International Ltd.  
 SPAR Marketing Force, Inc.  
 SPAR National Assembly Services, Inc. (in March 2016 name changed to SPAR Assembly & Installation, Inc.)  
 SPAR Trademarks, Inc.  
 SPAR Merchandising Romania, Ltd. (inactive)  
 SPAR China Ltd.  
 SPAR FM Japan, Inc.  
 SPAR (Shanghai) Field Marketing Ltd. (inactive)  
 NMS Retail Services, ULC  
 National Merchandising Services, LLC  
 NMS Holdings, Inc.

**State/Country of Incorporation**

Nevada  
 Nova Scotia, Canada  
 Nevada  
 Nevada  
 Nevada  
 Cayman Islands  
 Nevada  
 Nevada  
 Nevada  
 Romania  
 China  
 Japan  
 China  
 Nova Scotia, Canada  
 Nevada  
 Nevada

**51% Owned Subsidiaries**

SGRP Meridian (Pty), Ltd.  
 Owns 51% of CMR-Meridian (Pty) Ltd.  
 SPARFACTS Australia (Pty), Ltd.  
 SPAR (Shanghai) Marketing Management Company Ltd.  
 Owns 100% of Unilink  
 Owns 75.5% of SPAR DSI Human Resource Company  
 SPAR TODOPROMO, SAPI, de CV  
 SPAR NDS Tanitim Ve Danismanlik A.S.  
 SPAR KROGNOS Marketing Private Limited  
 Preceptor Marketing Services Private Limited

**Country**

South Africa  
 South Africa  
 Australia  
 China  
 China  
 China  
 Mexico  
 Turkey  
 India  
 India

**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in the Registration Statements on Form S-3 (No. 333-162657) and Form S-8 (Nos. 333-07377, 333-53400, 333-73000, 333-73002, 333-152706, 333-72998, and 333-189964) of SPAR Group, Inc. and Subsidiaries of our report dated March 30, 2016, relating to the consolidated financial statements and the financial statement schedule which appears in this Form 10-K.

/s/ BDO USA, LLP.  
Troy, Michigan  
March 30, 2016

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Jill Blanchard, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2015 (this "report"), of SPAR Group, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 30, 2016

/s/ Jill Blanchard

Jill Blanchard, Chief Executive Officer

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO  
SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, James R. Segreto, certify that:

1. I have reviewed this annual report on Form 10-K for the year ended December 31, 2015 (this "report"), of SPAR Group, Inc. (the "registrant");
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: March 30, 2016

/s/ James R. Segreto  
James R. Segreto, Chief Financial Officer,  
Treasurer and Secretary

**Certification of Chief Executive Officer Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report on Form 10-K for the year ended December 31, 2015 (this "report"), of SPAR Group, Inc. (the "registrant"), the undersigned hereby certifies that, to his knowledge:

1. The report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

/s/ Jill Blanchard  
\_\_\_\_\_  
Jill Blanchard  
Chief Executive Officer

March 30, 2016

**A signed original of this written statement required by Section 906 has been provided to SPAR Group, Inc. and will be retained by SPAR Group, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.**



**Certification of Chief Financial Officer Pursuant to  
Section 906 of the Sarbanes-Oxley Act of 2002**

In connection with the annual report on Form 10-K for the year ended December 31, 2015 (this "report"), of SPAR Group, Inc. (the "registrant"), the undersigned hereby certifies that, to his knowledge:

1. The report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, and
2. The information contained in the report fairly presents, in all material respects, the financial condition and results of operations of the registrant.

/s/ James R. Segreto

James R. Segreto  
Chief Financial Officer, Treasurer and Secretary

March 30, 2016

**A signed original of this written statement required by Section 906 has been provided to SPAR Group, Inc. and will be retained by SPAR Group, Inc., and furnished to the Securities and Exchange Commission or its staff upon request.**