

# FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Estimated average burden  
hours per response... 0.5

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## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person * van Vlissingen FH Fentener Drs.  (Last) (First) (Middle) ALBERT HAHNPLANTSOEN 23  (Street) AMSTERDAM, P7 1077BM  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol Coda Octopus Group, Inc. [CODA]  3. Date of Earliest Transaction (Month/Day/Year) 02/12/2018  4. If Amendment, Date Original Filed(Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)  6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>		

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/12/2018		P		2,777	A	\$ 4.61	1,030,903	I	Through Forest Manor N.V.
Common Stock	02/13/2018		P		45,600	A	\$ 4.65	1,076,503	I	Through Forest Manor N.V.
Common Stock	03/26/2018		P		7,324	A	\$ 3.35	1,083,827	I	Through Forest Manor N.V.
Common Stock	03/27/2018		P		167,180	A	\$ 3.35	1,251,007	I	Through Forest Manor N.V.
Common Stock	11/08/2018		P		23,965	A	\$ 4.4	1,274,972	I	See Footnote (1)
Common Stock	03/21/2019		S		17,162	D	\$ 11.35	1,257,810	I	Through Sandy Hills BV (2)
Common Stock	03/21/2019		S		5,197	D	\$ 11.45	1,252,613	I	Through Sandy Hills BV
Common Stock	03/22/2019		S		3,244	D	\$ 11	1,249,369	I	Through Sandy Hills BV
Common Stock	03/25/2019		S		2,002	D	\$ 11	1,247,367	I	Through Sandy Hills BV
Common Stock	03/26/2019		S		8,534	D	\$ 10.8	1,238,833	I	Through Sandy Hills BV
Common Stock	03/26/2019		S		2,229	D	\$ 10.75	1,236,604	I	Through Sandy Hills BV
Common Stock	03/27/2019		S		1,902	D	\$ 10.51	1,234,702	I	Through Sandy Hills BV
Common Stock	03/28/2019		S		5,200	D	\$ 10.11 (3)	1,229,502	I	Through Sandy Hills BV
Common Stock	04/01/2019		S		17,830	D	\$ 10.09 (4)	1,211,672	I	Through Sandy Hills BV
Common Stock	04/02/2019		S		20,770	D	\$ 10.19 (5)	1,190,902	I	Through Sandy Hills BV
Common Stock	04/03/2019		S		890	D	\$ 10.3	1,190,012	I	Through Sandy Hills BV

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
van Vlissingen FH Fentener Drs. ALBERT HAHNPLANTSOEN 23 AMSTERDAM, P7 1077BM		X		

## Signatures

/s/ Drs FH Fentener van Vlissingen	05/17/2019
**Signature of Reporting Person	Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Of the 1,274,972 shares owned by the reporting person, 23,965 are held indirectly through Sandy Hills BV and 1,251,007 are held indirectly through Forest Manor N.V.
- (2) On December 12, 2018, the shares held by Forest Manor N.V. were transferred to Sandy Hills BV in a transaction exempt under Rule 16a-13.  
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.01 to \$10.20, inclusive. The reporting person undertakes to provide to Coda Octopus Group, Inc., any security holder of Coda Octopus Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this Footnote (3).
- (3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.01 to \$10.30, inclusive. The reporting person undertakes to provide to Coda Octopus Group, Inc., any security holder of Coda Octopus Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this Footnote (4).
- (4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$10.15 to \$10.40, inclusive. The reporting person undertakes to provide to Coda Octopus Group, Inc., any security holder of Coda Octopus Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each price within the range set forth in this Footnote (5).

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.