

# FORM 4

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

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

## 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.		2. Issuer Name and Ticker or Trading Symbol Coda Octopus Group, Inc. [CODA]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below)	
(Last) ALBERT	(First) HAHNPLANTSOEN	(Middle) 23	3. Date of Earliest Transaction (Month/Day/Year) 06/17/2019		See Remarks
(Street) AMSTERDAM, P7 1077BM			4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person
(City)	(State)	(Zip)	<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	06/17/2019		S		57,000	D	\$ 14.45 <u>(1)</u>	1,023,012	I	Through Sandy Hills BV

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of 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)
						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				See Remarks
Sandy Hills BV ALBERT HAHNPLANTSOEN 23 AMSTERDAM, P7 1077BM				See Remarks

## Signatures

/s/ F. Douglas Raymond, attorney-in-fact for Drs FH Fentener van Vlissingen, statutory director	06/19/2019
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).

[The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.10 to \$14.65, inclusive. The (1) 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 (1).

### Remarks:

Reporting Person became a former 10% Owner upon the effectiveness of the transaction disclosed herein.

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.

EXHIBITS

Exhibit Number	Title
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1	Power of Attorney granted by F.H. Fentener van Vlissingen

EXHIBIT 1

POWER OF ATTORNEY

Know all by these presents, that the undersigned, on behalf of Sandy Hills BV (the "Reporting Person"), in the undersigned's capacity as a statutory director of Malabar Hill NV, the statutory director of the Reporting Person, hereby constitutes and appoints F. Douglas Raymond as the undersigned's true and lawful attorney-in-fact to:

1. execute for and on behalf of the undersigned, (i) Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 (the "Exchange Act") and the rules thereunder, (ii) Schedules 13D and 13G in accordance with Section 13 of the Exchange Act and the rules thereunder, and (iii) any other forms or reports the undersigned may be required to file in connection with the Reporting Person's ownership, acquisition, or disposition of securities of Coda Octopus Group, Inc. (the "Company");
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to (i) complete and execute any such Forms 3, 4 or 5 or Schedules 13D or 13G, (ii) complete and execute any amendment or amendments thereto, and (iii) timely file such forms or reports with the United States Securities and Exchange Commission and any stock exchange or similar authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of the attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by the attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as the attorney-in-fact may approve in his discretion.

The undersigned hereby grants to the attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that the attorney-in-fact, or the attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted.

The undersigned acknowledges that the foregoing attorney-in-fact, in serving in such capacity at the request of the undersigned, is not assuming any of the Reporting Person's responsibilities to comply with Sections 13 or 16 of the Exchange Act.

This Power of Attorney shall remain in full force and effect until the Reporting Person is no longer required to file Forms 3, 4, and 5 or Schedules 13D or 13G with respect to the Reporting Person's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorney-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 3th day of December, 2018.

/s/ F.H. Fentener van Vlissingen  
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Signature

F.H. Fentener van Vlissingen  
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Print Name