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

Washington, D.C. 20549 SEC File Number: 000-52502 CUSIP Number: N/A FORM 12b-25

NOTIFICATION OF LATE FILING

(Check Or	ne): 🗆	Form 10-K	☐ Form 20-F	☐ Form 11-K	ĭ Form 10-Q	☐ Form 10-D	☐ Form N-SAR ☐ Form N-CSR			
	Fo	or Fiscal Quar	ter Ended: July 31	, 2009						
	☐ Transition Report on Form 10-K ☐ Transition Report on Form 20-F ☐ Transition Report on Form 11-K ☐ Transition Report on Form 10-Q ☐ Transition Report on Form N-SAR For the Transition Period Ended:									
Read Instruction (on back page) Before Preparing Form. Please Print or Type.										
I	Nothing i	n this form sh	nall be construed	to imply that the	e Commission has	verified any info	ormation contained herein.			
If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:										
PART I -	REGISTE	RANT INFOR	MATION							
				Coda Octop	ous Group, Inc.					
				Full Nam	e of Registrant					
				Former Na	me if Applicable					
			164	West, 25th Stre	et, 6th Floor, Nev	v York				
			Address o	f Principal Execut	tive Office (Street	and Number)				
				New Y	York 10001					
				City, State	e and Zip Code					
PART II	- RULES	12b-25(b) Al	ND (c)							
			filed without unreacheck box if appro		expense and the re	egistrant seeks reli	ef pursuant to Rule 12b-25(b), the			
(a))	The reason de expense.	escribed in reason	able detail in Part	III of this form co	uld not be elimina	ated without unreasonable effort or			
⊠ (b)	(b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR of Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and									
(c)	•	The accounta	nt's statement or o	other exhibit requi	ired by Rule 12b-2	5(c) has been attac	ched if applicable.			

P ART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Company's Quarterly Report on Form 10-Q for the quarter ended July 31, 2009 cannot be filed within the prescribed time period because the Company requires additional time for compilation and review to insure adequate disclosure of certain information required to be included in the Form 10-Q. The report will be filed on or before the fifth calendar day following the prescribed due date.

PART IV - OTHER INFORMATION

	Jody Frank	(212)	924-3442
	(Name)	(Area Code)	(Telephone Number)
		er Section 13 or 15(d) of the Securities Exchang onths or for such shorter period that the registrar	
(3) by t	Is it anticipated that any significant change in the earnings statements to be inc in the subject	n results of operations from the corresponding p report or portion thereof?	period for the last fiscal year will be reflected
	o, attach an explanation of the anticipated char conable estimate of the results cannot be made.	nge, both narratively and quantitatively, and, if a	appropriate, state the reasons why a
		ected to report a minimal profit, while for the ared to \$1,195,665 and \$4,160,457, respectively	

Coda Octopus Group, Inc.
(Name of Registrant as specified in Charter)

has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: September 15, 2009

By: /s/ Jody Frank Its: Chief Financial Officer