

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of  
the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): December 14, 2009

**CODA OCTOPUS GROUP, INC.**

(Name of Small Business Issuer in its Charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**000-52815**  
(Commission File Number)

**34-200-8348**  
(I.R.S. Employer  
Identification Number)

**164 West, 25th Street, 6th Floor, New York  
New York 10001**  
(Address, Including Zip Code of Principal Executive Offices)

**(212) 924-3442**  
(Issuer's telephone number)

(Former name or former address, if changed since last report)

Copies to:  
Louis A. Brilleman, Esq.  
110 Wall Street, 11<sup>th</sup> Floor  
New York, New York 10005  
Phone: (212) 709-8210  
Fax: (212) 943-2300

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.02      Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(b)      Effective December 14, 2009, Roger Peacock resigned his position as a member of the board of directors of Coda Octopus Group Inc. His resignation was for personal reasons.

**Item 9.01 Financial Statements and Exhibits.**

(a)      Financial Statements.

None.

(b)      Exhibits.

None

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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: December 15, 2009

Coda Octopus Group, Inc.

/s/ Geoffrey Turner

By: Geoffrey Turner

Chief Executive Officer

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