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**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): July 20, 2017

**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)

**7380 Sand Lake Road, Suite #500**  
**Orlando, FL 32819**  
(Address, Including Zip Code of Principal Executive Offices)

**801-973-9136**  
(Issuer's telephone number)

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

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 7.01 Regulation FD Disclosure**

Starting on July 21, 2017, Coda Octopus Group, Inc. (the “Company”) intends to post on its website a corporate presentation containing information regarding the Company to assist the general public with their understanding of the Company’s business. The Company’s website may be accessed at: <http://www.codaoctopusgroup.com>. A copy of the presentation is included as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

The information in this Current Report on Form 8-K is being furnished under Item 7.01 and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 (the “Exchange Act”), or otherwise subject to the liabilities of such section, nor shall such information be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

## **Item 9.01 Financial Statements and Exhibits**

### **(d) Exhibits**

The following exhibits are filed with this report:

<b>Exhibit No.</b>	<b>Description</b>
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99.1	Corporate Presentation
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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: July 20, 2017

Coda Octopus Group, Inc.

By: /s/ Annmarie Gayle  
Chief Executive Officer

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The logo is a large, stylized circular emblem. It features several concentric, overlapping rings in shades of light blue and white, creating a sense of depth and movement. The rings are arranged in a way that suggests a spiral or a series of waves, with the outermost ring being a solid light blue and the inner rings transitioning to white and lighter blue tones.

# **Coda Octopus Group, Inc.**

World Leader in Sound Underwater Technology

Corporate Presentation

July 2017

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# Forward-Looking Statements

This presentation contains forward-looking statements concerning Coda Octopus Group, Inc. within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Those forward-looking statements include, without limitation, statements regarding the Company's expectations for the growth of the Company's operations and revenue. Such statements are subject to certain risks and uncertainties, and actual circumstances, events or results may differ materially from those projected in such forward-looking statements. Factors that could cause or contribute to differences include, but are not limited to, customer demand for our products and market prices; the outcome of our ongoing research and developments efforts relating to our products including our patented real time 3D solutions; our ability to develop the sales force required to achieve our development and other examples of forward looking statement set forth in our registration statement on Form 10 filed with the Securities and Exchange Commission on March 29, 2017. Coda Octopus Group, Inc. does not undertake, and specifically disclaims any obligation to update or revise such statements to reflect new circumstances or unanticipated events as they occur.

# Overview

NASDAQ: CODA	As of July 18, 2017
Market Cap	\$41.87 MM
Shares Outstanding	9.12 MM
Public Float	2.89 MM
% Officers & Directors	0.89%

- World's only Real Time 3D sonar technology: seeing and measuring in real time in zero visibility conditions underwater
- Established business with strong pedigree in subsea products and defense engineering, with near-term catalysts for additional growth:
  - **Products Business**
    - **Market leader** in real-time 3D imaging sonar technology for multiple subsea applications
    - **Growth Catalyst:** Next Generation R&D Technology Program, seeking to standardize proprietary real-time 3D imaging sonars in different form factors across existing and new markets
  - **Engineering Businesses**
    - **Long-established relationships with U.S. and UK Defense Primes**, such as Raytheon, Northrop and BAE, with a number of proprietary parts for significant programs such as Phalanx® CIWS, yielding recurring and growing revenues
    - **Growth Catalyst:** New Generation of Thermite® product line of rugged embedded computers which bring new standard of field mobility for man-worn, robotic and manned/unmanned vehicle defense applications
- Strong culture of IP ownership in products segment and sole supplier status by engineering segment







# What Sets Coda Apart: Real-time 3D Sonar

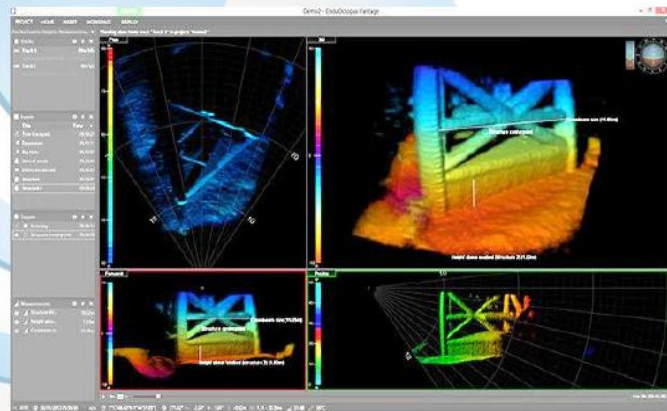
## Seeing & Measuring in Real Time in Zero Visibility Conditions Underwater

New Echoscope® XD

Echoscope®



Dimension® Echoscope® C500



Echoscope®  
3D Product Line

See 3D Image Gallery at [www.codaoctopusgroup.com/image-gallery](http://www.codaoctopusgroup.com/image-gallery)

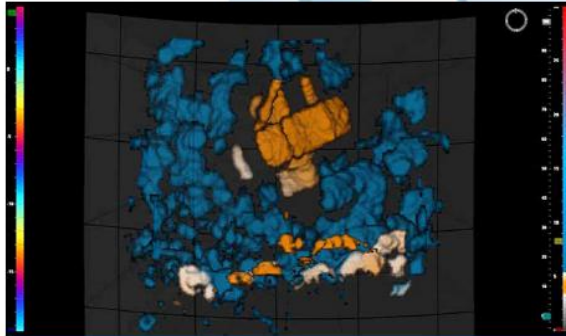
Coda Octopus Group, Inc. - Corporate Presentation

# 3D Product Family

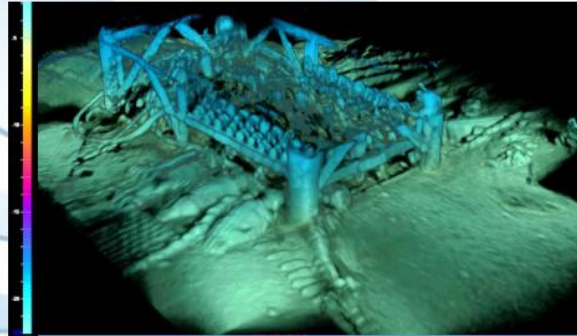
## What is the Key USP?

Single sensor, multi-application, for vision, mapping and measurement

Echoscope®  
Echoscope® XD  
Echoscope® C500  
Dimension®



3D Camera Mode – unique

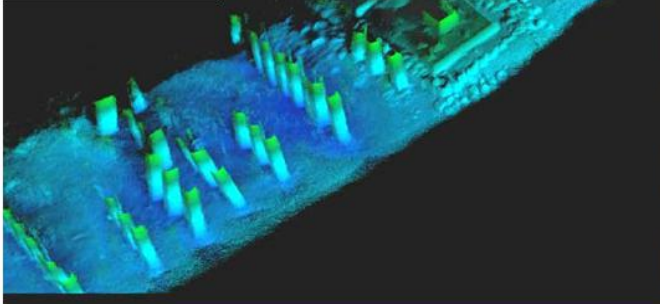


3D Complex Mapping – no post-processing

See 3D Image Gallery at [www.codaoctopusgroup.com/image-gallery](http://www.codaoctopusgroup.com/image-gallery)

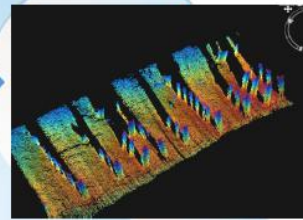
# 3D Product Line

Competing Technology is No Comparison



**Echoscope® Real-Time 3D Imaging AND Real-Time Mapping – see the shadows disappear  
Client deliverables completed instantaneously.**

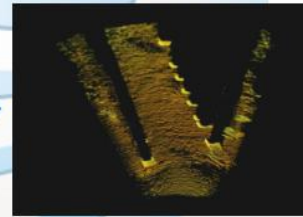
OR



## 3D Multibeam

Produces static map  
after hours or days of  
processing

NO Real-Time Image



## 2D Imaging

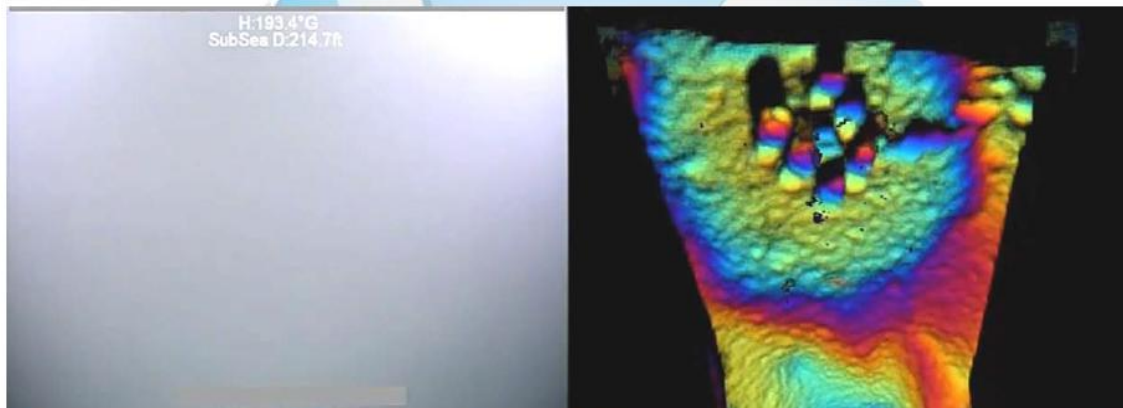
Produces 2D real-time  
image with no depths

NO Mapping

See 3D Image Gallery at [www.codaoctopusgroup.com/image-gallery](http://www.codaoctopusgroup.com/image-gallery)

# 3D Product Line

The Challenging Zero-Visibility Environment In Which We Work



Comparison of an ROV camera, left, and Echoscope®, right, approaching a well head in the Gulf of Mexico. **Color = depth**

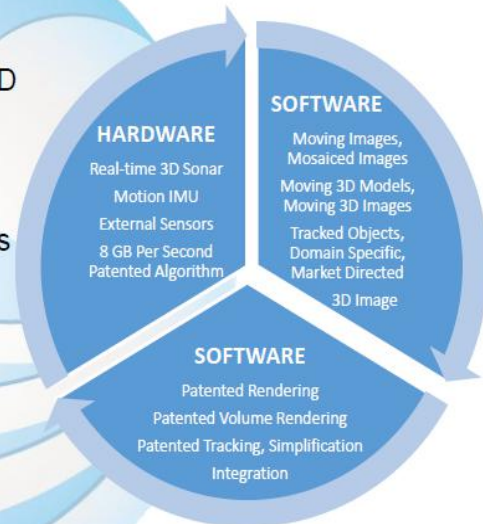
See 3D Image Gallery at [www.codaoctopusgroup.com/image-gallery](http://www.codaoctopusgroup.com/image-gallery)



# Strong Culture of IP & Total Product Package

- Patents cover the spectrum of software and hardware capabilities of Coda Octopus Group's unique real-time 3D technology
- Proprietary hardware and software are the complete system; components do not function independently
- Further de-risked by trade-secret optimization techniques

USPTO No.	Patent Title
6,438,071	Method for producing a 3D image
6,532,192	Subsea positioning system and apparatus
7,466,628	Method of constructing mathematical representations of objects from reflected sonar signals
7,489,592	Patch test for 3D sonar data
7,898,902	Method of representation of sonar images
8,059,486	Method of rendering volume representation of sonar images
8,854,920	Volume rendering of 3D sonar data
9,019,795	Method of object tracking using sonar imaging

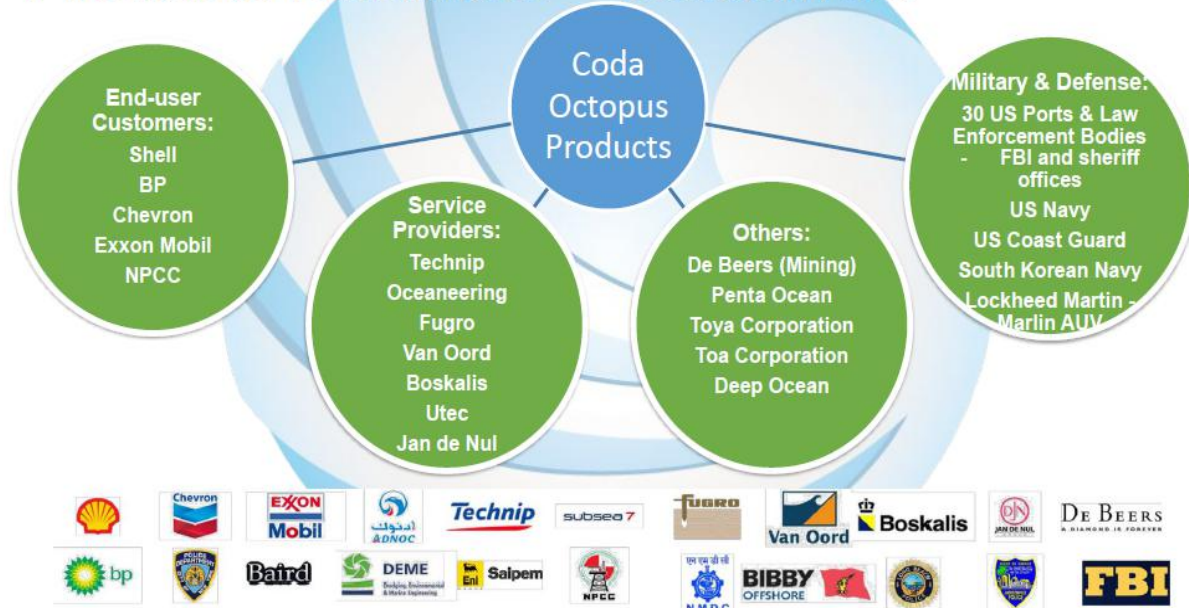


# Value Drivers

- First mover in innovating and commercializing real-time 3D sonar technology for the subsea market
- No other commercially available real-time 3D Sonar in the market
- Technically adept Group with strong brand as market leaders in real time visualization subsea
- Fourth Generation (4G) of this technology in development. 4G presents opportunity to disrupt legacy multibeam technology in the market and standardize Coda's technology in multiple markets and applications
- Tracking significant development funding for further research and development for navy and diving applications
- Strong and growing global customer base and expanding market applications, including precious gem mining and offshore renewables
- Strong Patents and Intellectual Property Rights Portfolio
- Diversified Group, with two standalone profitable engineering companies which have recurring streams of revenues through supplying proprietary parts into a number of funded U.S. Defense programs and UK Defense Programs



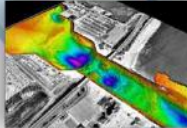







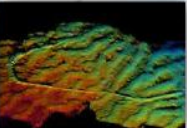



# Products Business – Customers



# Key Markets – Products Business

Marine and Port Construction, Renewables, Defense, Security and Law Enforcement, Research, Educational Institutions and Oil & Gas

Dive Inspection Support	Breakwater Construction	Channel Route Clearance	Complex Survey and Inspection	Subsea Intervention	Completions & Tie Back
					
					
Critical Asset Inspection	Recovery & Salvage	Dredging & Rock Dumping	AUV & ROV Inspection	Cable Survey and Installation	Placement & Landing

# Coda Technology – Delivering Significant Performance Gains

## Sample Echoscope® Project ROI Snapshots:

### Van Oord Port Construction Project

Placement of some 24,000  
CORE-LEC armour units  
Record production rates of up to  
200 blocks placed per day  
Cost Saving: **Priceless**  
Duration: **1 – 2 years**

### ZADCO Sleeper Placement

Was: 4 sleepers placed in 12 hrs.  
Now: 76 sleepers in 24-hour shifts  
  
Productivity: > **3,000%**  
Cost Saving: > **\$3 million**  
Duration: **3 - 6 months**

### DEME Rock Dumping

Zero visibility and accurate  
placement required

Productivity: > **100%**  
Cost Saving: > **\$1m**  
Duration: **6 days**

### UTEC Oilfield Development

Zero visibility conditions for  
asset placement and pipe lay

Productivity: > **100%**  
Cost Saving: **priceless**  
Duration: **3 months**

### Technip / Shell

Echoscope used in zero visibility  
saving significant NPT

Productivity: > **100%**  
Cost Saving: > **\$2 million**  
Duration: **6 months**

- ✓ Improved process with faster deliverables to client
- ✓ Reduced project costs including Non-Productive Time
- ✓ Complete end-to-end workflow to capture, measure and document
- ✓ Increased safety and awareness
- ✓ Improved Quality Control
- ✓ Simplified subsea tasks
- ✓ Deskillling a number of tasks

**COLMEK**

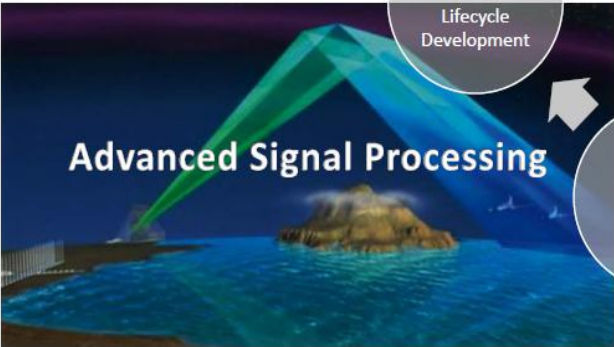
A Coda Octopus Company

Coda Octopus Colmek  
**Engineering Business**



Software  
Engineering

Complete  
Product  
Lifecycle  
Development



Electronic  
Design



Mechanical  
Engineering



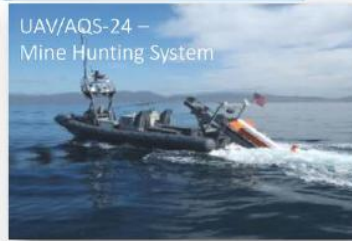


# Colmek: Engineering Business

- Established Engineering Business supplying to U.S. Defense Prime Contractors for over 40 years
- Supply of proprietary parts into funded programs for over 30 years
- Recurring Revenues from long standing programs
- Growing number of proprietary parts in the last 4 years
- Two additional key products acquired in 2014: Thermite® and Sentiris®

# Colmek - A Coda Octopus Company

## Sub-contractor to U.S. DoD





# Colmek Selected Customers

**NORTHROP GRUMMAN**



**GENERAL DYNAMICS**

**Raytheon**

**TEXTRON**

**ORBCOMM**



**NORTH AMERICAN  
COAL CORPORATION**

**BOEING**



**sierra  
nevada**

**LOCKHEED MARTIN**



**Endeavor ROBOTICS™**  
Endeavor Robotics



Software Engineering



# Martech

- A Coda Octopus Company

## Global Defense and Marine Products

- Same model as Colmek
- Situated Portland, Dorset, UK
- Defense Customers
- Marine Business products
- Increasing customer base

**BAE SYSTEMS**

**THALES**

**SIEMENS**

**Honeywell**

**ATLAS ELEKTRONIK**



**AMSAFE**

# Catalysts for Growth

- Development of the Next Generation of Coda's real-time 3D sonar products
  - Smaller, lighter, additional capabilities and more competitively priced
  - Paves the way for more market share of the subsea sonar market
  - Significant opportunity for new – smaller and lighter real-time 3D sonar – products for navy and additional defense applications, and for AUV and ROV applications
- Technically Refreshed Thermite® Product Line provides opportunity to re-engage significant customer base
- Increasing number of funded Defense Programs to which Coda is supplying Proprietary Parts



# Management

## **Annmarie Gayle, LL.B, LLM – Chief Executive Officer and Chairman – Denmark**

Ms. Gayle has been the Group CEO and a Director since 2011, and was appointed Chairman of the Board in March 2017. Ms. Gayle assisted with the restructuring of the Company, 2009-2010, and served as Senior Vice President of Coda's Legal Affairs, 2006-2007. Ms. Gayle's career includes working for a major London law practice, the United Nations, and the European Union. She has a strong background in restructuring, with more than 12 years serving as lead adviser to multiple transitional administrations on privatizing banks and reforming state-owned assets, including banking, infrastructure, mining and telecommunications, in various Central and Eastern European Countries (CEECs). She has also directed a number of large European Union funded projects. Ms. Gayle qualified to practice as a solicitor in 1993 and holds a Law degree gained at the University of London and a Masters of Law degree from Cambridge University. She is qualified to practice as a solicitor in England and Wales.

## **Blair Cunningham – President of Technology; Chief Executive Officer of Coda Octopus Products, Inc. – U.S.**

Mr. Cunningham joined Coda in 2004 and assumed his current role as Group President of Technology in 2012. Previously he served as the Group's CTO. Mr. Cunningham received an HND in Computer Science from Moray College of Further Education, Elgin, Scotland.

## **Michael Midgley – Acting Chief Financial Officer; Chief Executive Officer of Coda Octopus Colmek, Inc. – U.S.**

Mr. Midgley has served as the Group's acting CFO since 2013, and been CEO of Colmek since 2010. He joined Colmek in 2008. Mr. Midgley is a Certified Public Accountant and previously had his own accounting practice as well as worked for U.S. regional accounting firms, specializing in SEC and Tax practice areas. Mr. Midgley attended the University of Utah.

# Board of Directors

## **Annmarie Gayle – Chairman of the Board and Chief Executive Officer – Denmark**

Ms. Gayle was appointed Chairman of the Board in March 2017, and previously served as a Director since 2011. Additionally Ms. Gayle has been the Group CEO since 2011; assisted with the restructuring of the Company, 2009-2010, and served as SVP of Coda's Legal Affairs, 2006-2007. Ms. Gayle's career includes working for a major London law practice, the United Nations, and the European Union. She has a strong background in restructuring, with more than 12 years serving as lead adviser to multiple transitional administrations on privatizing banks and reforming state-owned assets, including banking, infrastructure, mining and telecommunications, in various Central and Eastern European Countries (CEECs). She has also directed a number of large European Union funded projects. Ms. Gayle, qualified to practice as a solicitor in 1993, holds a Law degree gained at the University of London and a Masters of Law degree from Cambridge University. She is qualified to practice as a solicitor in England and Wales.

## **Chuck (Francis) Rogers – Director – U.S.**

Mr. Rogers has been a member of Coda's Board of Directors since July 2016. Since 2014, he has been affiliated with Score and KMDR, LLC, a California-based financial and business consultancy firm. Mr. Rogers was President and CEO of three diverse businesses, 1998-2014, including the ASC Group, Inc., an electronics systems integrator serving the defense and aerospace market worldwide. He holds a B.S. in Ceramic Engineering from Alfred University and an M.A. in Economics and Finance from St. Mary's University. Mr. Rogers serves as the Chair of the Board's Nominating Committee and as a member of its Audit Committee.

## **Michael Hamilton – Director – U.S.**

Mr. Hamilton served as Coda's Chairman of the Board, June 2010-March 2017, and continues to serve as a Director. Since 2014, Mr. Hamilton has provided accounting and valuation services for a varied list of clients. His career includes serving as Senior Vice President of Powerlink Transmission Company, 2011-2014, and audit partner at PriceWaterhouseCoopers, 1988-2003. He holds a B.S. in Accounting from St. Frances College and is a Certified Public Accountant and is accredited in business valuation. Mr. Hamilton serves as the Chair of both the Board's Audit Committee and Compensation and Governance Committee, and as a member of its Nominating Committee.

Coda Octopus Group, Inc. - Corporate Presentation



# Board of Directors

## **Mary M. Losty – Director – U.S.**

Ms. Losty has been a member of Coda's Board of Directors since July 2017. Ms. Losty is a private investor in both U.S. equities and real estate. Her career includes serving as a Partner at Cornwall Asset Management LLC, a U.S. portfolio management firm, where she was responsible for the firm's investment in numerous small- to medium-cap emerging growth companies, 1998 -2010. She was portfolio manager at Duggan & Associates, 1992 -1998, and an equity research analyst at Kimelman & Company, 1990-1992. Previously, she worked at Morgan Stanley & Co. and was the top aide to James R. Schlesinger, a five-time U.S. cabinet secretary. Former Board director positions include Procera Networks, Inc., 2007-2015, and Blue Earth, Inc., formerly Genesis Fluid Solutions Holdings, 2009-2011. Ms. Losty received her J.D. from Georgetown University Law Center and her B.S. from Georgetown University's School of Foreign Service. Ms. Losty serves on the Board's Audit and Nominating Committees.

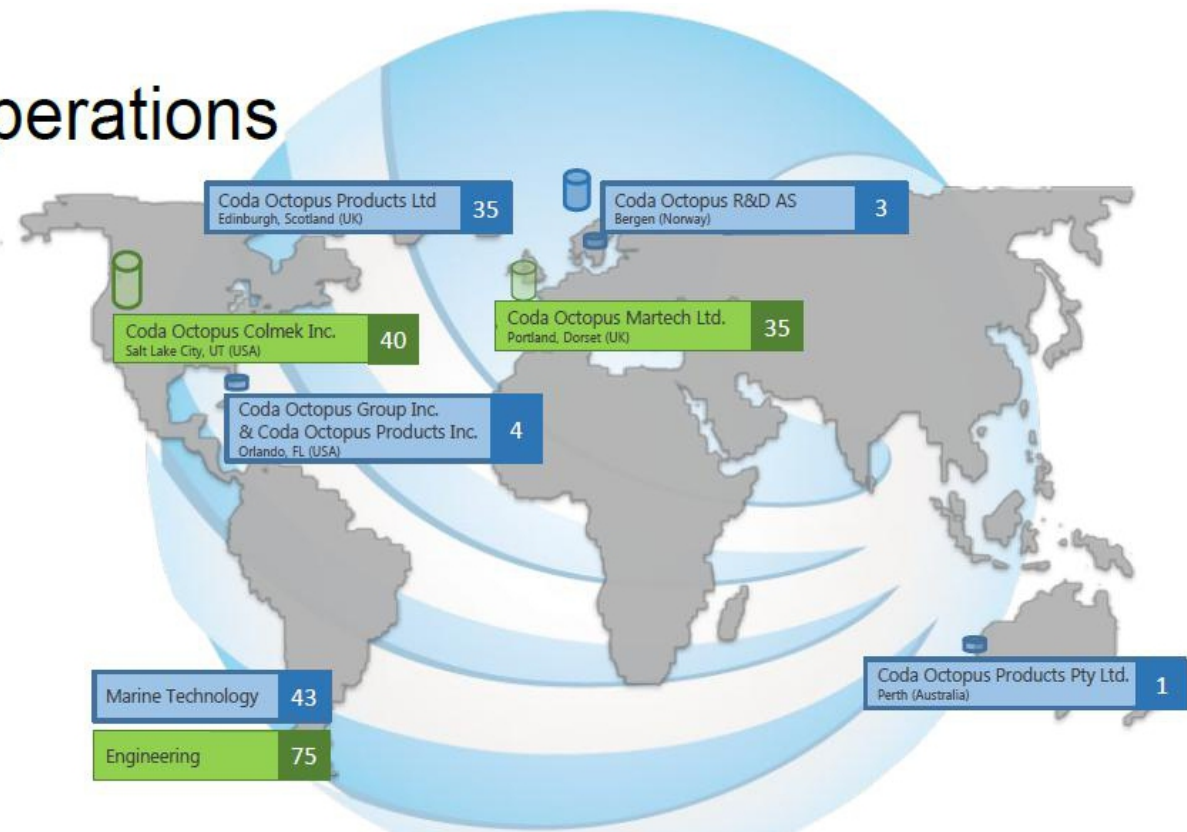
## **Nina N. Hoque – Director – UK**

Ms. Hoque has been a member of Coda's Board of Directors since June 2017. Ms. Hoque has served as a finance and corporate lawyer for 26 years. Her background includes significant corporate and commercial legal transactions, including major transportation infrastructure projects globally. She founded Hoque Consulting, a London-based firm that provides legal counseling for financial institutions and commercial enterprises, in 2009. Ms. Hoque holds an LL.M. from Georgetown University Law Centre and an LL.B. from Osgoode Hall Law School, York University, in North York, Ontario. Ms. Hoque serves as a member of the Board's Audit Committee.

## **Per Wimmer – Director – Denmark**

Mr. Wimmer has served as a Director since May 2017. With a career background in investment finance, Mr. Wimmer currently heads Wimmer Financial LLP, a London-based merchant bank/corporate advisory firm which he founded in 2007, specializing in natural resources (mining, oil and gas, and green energy), real estate, infrastructure, aviation, shipping and project debt financing. He also heads Wimmer Family Office, a family office investment firm. Mr. Wimmer holds a Master of Public Administration and the Don K. Price Award from Harvard University with emphasis on business, finance and international relations. He also holds a Master of Laws degree from University of London and B.A./M.A. degrees in law from University of Copenhagen. Mr. Wimmer serves as a member of the Board's Nominating Committee.

# Operations



# Contact Information

## **Coda Octopus Group, Inc.**

World Leader in Sound Underwater Technology

**NASDAQ: CODA**

[www.codaoctopusgroup.com](http://www.codaoctopusgroup.com)

Investor Relations: MDC GROUP

Contact: David Castaneda

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