

FORM D

Notice of Exempt
Offering of SecuritiesUNITED STATES SECURITIES
AND EXCHANGE COMMISSION
Washington, D.C.

OMB APPROVAL

OMB Number: 3235-0076

Expires: August 31, 2015

Estimated Average burden hours
per response: 4.0

1. Issuer's Identity

CIK (Filer ID Number)

Previous Name(s) ☒ None

Entity Type

0001334325

Name of Issuer

Coda Octopus Group, Inc.

Jurisdiction of
Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☒ Over Five Years Ago☐ Within Last Five Years
(Specify Year)☐ Yet to Be Formed☒ Corporation☐ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☐ Other

2. Principal Place of Business and Contact Information

Name of Issuer

Coda Octopus Group, Inc.

Street Address 1

7380 W. SAND LAKE ROAD, SUITE 500

Street Address 2

City

ORLANDO

State/Province/Country

FLORIDA

ZIP/Postal Code

32819

Phone No. of Issuer

(801) 456-8684

3. Related Persons

Last Name

Gayle

First Name

Annmarie

Middle Name

Street Address 1

7380 W. SAND LAKE ROAD, SUITE 500

Street Address 2

City

ORLANDO

State/Province/Country

FLORIDA

ZIP/Postal Code

32819

Relationship:



Executive Officer



Director



Promoter

Clarification of Response (if Necessary)

Last Name

Midgley

First Name

Michael

Middle Name

Street Address 1

7380 W. SAND LAKE ROAD, SUITE 500

Street Address 2

City

ORLANDO

State/Province/Country

FLORIDA

ZIP/Postal Code

32819

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Chief Financial Officer

Last Name	First Name	Middle Name
Hamilton	Michael	
Street Address 1	Street Address 2	
7380 W. SAND LAKE ROAD, SUITE 500		
City	State/Province/Country	ZIP/Postal Code
ORLANDO	FLORIDA	32819

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Rogers	Francis	Chuck
Street Address 1	Street Address 2	
7380 W. SAND LAKE ROAD, SUITE 500		
City	State/Province/Country	ZIP/Postal Code
ORLANDO	FLORIDA	32819

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Wimmer	Per	
Street Address 1	Street Address 2	
7380 W. SAND LAKE ROAD, SUITE 500		
City	State/Province/Country	ZIP/Postal Code
ORLANDO	FLORIDA	32819

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name
Hoque	Nina	
Street Address 1	Street Address 2	
7380 W. SAND LAKE ROAD, SUITE 500		
City	State/Province/Country	ZIP/Postal Code
ORLANDO	FLORIDA	32819

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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Clarification of Response (if Necessary)

Last Name	First Name	Middle Name	
<input type="text" value="Losty"/>	<input type="text" value="Mary"/>		
Street Address 1		Street Address 2	
<input type="text" value="7380 W. SAND LAKE ROAD, SUITE 500"/>		<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code	
<input type="text" value="ORLANDO"/>	<input type="text" value="FLORIDA"/>	<input type="text" value="32819"/>	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

4. Industry Group

<input type="radio"/> Agriculture	Health Care	<input type="radio"/> Retailing
Banking & Financial Services	<input type="radio"/> Biotechnology	<input type="radio"/> Restaurants
<input type="radio"/> Commercial Banking	<input type="radio"/> Health Insurance	Technology
<input type="radio"/> Insurance	<input type="radio"/> Hospitals & Physicians	<input type="radio"/> Computers
<input type="radio"/> Investing	<input type="radio"/> Pharmaceuticals	<input type="radio"/> Telecommunications
<input type="radio"/> Investment Banking	<input type="radio"/> Other Health Care	<input type="radio"/> Other Technology
<input type="radio"/> Pooled Investment Fund		
<input type="radio"/> Other Banking & Financial Services	<input type="radio"/> Manufacturing	Travel
<input type="radio"/> Business Services	Real Estate	<input type="radio"/> Airlines & Airports
Energy	<input type="radio"/> Commercial	<input type="radio"/> Lodging & Conventions
<input type="radio"/> Coal Mining	<input type="radio"/> Construction	<input type="radio"/> Tourism & Travel Services
<input type="radio"/> Electric Utilities	<input type="radio"/> REITS & Finance	<input type="radio"/> Other Travel
<input type="radio"/> Energy Conservation	<input type="radio"/> Residential	<input checked="" type="radio"/> Other
<input type="radio"/> Environmental Services	<input type="radio"/> Other Real Estate	
<input type="radio"/> Oil & Gas		
<input type="radio"/> Other Energy		

5. Issuer Size

Revenue Range	Aggregate Net Asset Value Range
<input type="radio"/> No Revenues	<input type="radio"/> No Aggregate Net Asset Value
<input type="radio"/> \$1 - \$1,000,000	<input type="radio"/> \$1 - \$5,000,000
<input type="radio"/> \$1,000,001 - \$5,000,000	<input type="radio"/> \$5,000,001 - \$25,000,000
<input checked="" type="radio"/> \$5,000,001 - \$25,000,000	<input type="radio"/> \$25,000,001 - \$50,000,000
<input type="radio"/> \$25,000,001 - \$100,000,000	<input type="radio"/> \$50,000,001 - \$100,000,000
<input type="radio"/> Over \$100,000,000	<input type="radio"/> Over \$100,000,000
<input type="radio"/> Decline to Disclose	<input type="radio"/> Decline to Disclose
<input type="radio"/> Not Applicable	<input type="radio"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/>	Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/>	Rule 505		
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<input type="checkbox"/>	Rule 504 (b)(1)(i)	<input checked="" type="checkbox"/>	Rule 506(b)
<input type="checkbox"/>	Rule 504 (b)(1)(ii)	<input type="checkbox"/>	Rule 506(c)
<input type="checkbox"/>	Rule 504 (b)(1)(iii)	<input type="checkbox"/> Securities Act Section 4(a)(5)	
		<input type="checkbox"/> Investment Company Act Section 3(c)	

7. Type of Filing

☒ New Notice Date of First Sale ☐ First Sale Yet to Occur
☐ Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? ☐ Yes ☒ No

9. Type(s) of Securities Offered (select all that apply)

☐ Pooled Investment Fund Interests ☒ Equity
☐ Tenant-in-Common Securities ☐ Debt
☐ Mineral Property Securities ☐ Option, Warrant or Other Right to Acquire Another Security
☐ Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security ☐ Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? ☐ Yes ☒ No

Clarification of Response (if Necessary)

11. Minimum Investment

Minimum investment accepted from any outside investor \$ USD

12. Sales Compensation

Recipient	Recipient CRD Number	<input type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
(Associated) Broker or Dealer	(Associated) Broker or Dealer CRD Number	<input type="checkbox"/> None
<input type="text"/>	<input type="text"/>	
Street Address 1	Street Address 2	
<input type="text"/>	<input type="text"/>	
City	State/Province/Country	ZIP/Postal Code
<input type="text"/>	<input type="text"/>	<input type="text"/>
State(s) of Solicitation	<input type="checkbox"/> All States	
<input type="text"/>		

13. Offering and Sales Amounts

Total Offering Amount \$ USD ☐ Indefinite

Total Amount Sold \$ USD

Total Remaining to be Sold \$ USD ☐ Indefinite

Clarification of Response (if Necessary)

14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ USD ☐ Estimate

Finders' Fees \$ USD ☐ Estimate

Clarification of Response (if Necessary)

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ USD ☐ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any

activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.

- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Regulation D for one of the reasons stated in Rule 505(b)(2)(iii) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Coda Octopus Group, Inc.	/s/ Annmarie Gayle	Annmarie Gayle	Chief Executive Officer	2018-02-06