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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 26, 2021

**CODA OCTOPUS GROUP, INC.**

(Name of Small Business Issuer in its Charter)

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

**001-38154**  
(Commission  
File Number)

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

**3300 S Hiwassee Rd., Suite 104-105**  
**Orlando, Florida 32835**  
(Address, Including Zip Code of Principal Executive Offices)

**863-937-8985**  
(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))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
Common Stock	CODA	Nasdaq

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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**

(e) On July 26, 2021, Coda Octopus Group, Inc. (the "Company") and Michael Midgley, the Company's Chief Financial Officer, entered into an agreement to amend his employment agreement. Pursuant to the terms of the amended employment agreement, Mr. Midgley now serves solely as Chief Financial Officer. The agreement provides for these services to be rendered on a 3 days per week basis for a base salary of \$126,000 per annum.

As disclosed previously, Mr. Midgley had already stepped down from his position as Chief Executive Officer of Coda Octopus Colmek, Inc., the Company's wholly owned subsidiary.

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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 28, 2021

**Coda Octopus Group, Inc.**

By: /s/ Annmarie Gayle  
Chief Executive Officer

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