

**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): September 22, 2022

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)

34-2008348
(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:

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

Item 5.07 Submission of Matters to a Vote of Security Holders.

On September 22, 2022, Coda Octopus Group, Inc. (the "Company") held its annual meeting of stockholders (the "Annual Meeting"). At the Annual Meeting, the following matters were submitted to a vote of the stockholders of the Company:

	<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Withheld</u>
1. Election of Directors				
Annmarie Gayle	7,353,946	-0-		70,832
Michael Hamilton	7,369,752	-0-		55,026
Mary Losty	7,095,285	-0-		329,493
G. Tyler Runnels	7,293,515	-0-		131,263
J. Charles Plumb	7,303,309	-0-		121,469
2. Ratification of Appointment of Frazier & Deeter, LLC. as the Company's independent registered public accounting firm	7,402,010	17,092	5,676	
3. Approval on an advisory basis of executive compensation	7,269,994	91,278	36,506	

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: September 23, 2022

Coda Octopus Group, Inc.

By: /s/ Annmarie Gayle
Chief Executive Officer
