

**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 4, 2024

**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 4, 2024, 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>
<b>1</b> Election of Directors				
Anmarie Gayle	6,566,934	-0-		538,461
Michael Hamilton	6,492,482	-0-		612,913
G. Tyler Runnels	5,228,415	-0-		1,876,980
Anthony Tata	6,986,905	-0-		118,490
Robert Harcourt	6,468,264	-0-		637,131
Gwenael Rouy-Poirier	6,007,707	-0-		1,097,688
Angus McFadzean	6,528,852	-0-		576,543
<b>2</b> Ratification of Appointment of Frazier & Deeter, LLC. as the Company's independent registered public accounting firm	7,080,864	22,678	1,853	
<b>3</b> Approval on an advisory basis of executive compensation	7,035,944	39,852	29,599	

**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 9, 2024

**Coda Octopus Group, Inc.**

By: /s/ Annmarie Gayle  
Chief Executive Officer

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