SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 5)

Coda Octopus Group, Inc.

(Name of Issuer)

Common stock, $0.001 par value per share

(Title of Class of Securities)

19188U206

(CUSIP Number)

12/31/2025

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

☐ Rule 13d-1(b)

☑ Rule 13d-1(c)

☐ Rule 13d-1(d)

SCHEDULE 13G

CUSIP Number(s):	19188U206

1	**Names of Reporting Persons** Ezralow Bryan Ross
2	**Check the appropriate box if a member of a Group (see instructions)** ☐ (a) ☐ (b)
3	**Sec Use Only**
4	**Citizenship or Place of Organization** UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	5	**Sole Voting Power** 653,708.00	
	6	**Shared Voting Power** 28,933.00	
	7	**Sole Dispositive Power** 653,708.00	
	8	**Shared Dispositive Power** 28,933.00	
9	**Aggregate Amount Beneficially Owned by Each Reporting Person** 682,641.00		
10	**Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)** ☐		
11	**Percent of class represented by amount in row (9)** 6.05 %		
12	**Type of Reporting Person (See Instructions)** IN		

Comment for Type of Reporting Person: (1) Bryan Ezralow beneficially owns 682,641 shares of Common Stock, of which 653,708 shares are held by the Bryan Ezralow 1994 Trust u/t/d December 22, 1994, of which Mr. Ezralow is the sole trustee, and 28,933 shares are held by the Ezralow Marital Trust, over which Mr. Ezralow shares voting and dispositive power.

(2) Calculated based upon a total of 11,280,754 shares of Common Stock outstanding as of June 15, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended April 30, 2026, filed with the Securities and Exchange Commission on June 15, 2026.

SCHEDULE 13G

CUSIP Number(s):	19188U206

1	**Names of Reporting Persons** Bryan Ezralow 1994 Trust u/t/d December 22, 1994
2	**Check the appropriate box if a member of a Group (see instructions)** ☐ (a) ☐ (b)
3	**Sec Use Only**
4	**Citizenship or Place of Organization** UNITED STATES

Number of Shares Beneficially Owned by Each Reporting Person With:	5	**Sole Voting Power** 653,708.00
	6	**Shared Voting Power** 0.00
	7	**Sole Dispositive Power** 653,708.00
	8	**Shared Dispositive Power** 0.00
9	**Aggregate Amount Beneficially Owned by Each Reporting Person** 653,708.00	
10	**Check box if the aggregate amount in row (9) excludes certain shares (See Instructions)** ☐	
11	**Percent of class represented by amount in row (9)** 5.79 %	
12	**Type of Reporting Person (See Instructions)** OO	

Comment for Type of Reporting Person: (1) The 1994 Trust beneficially owns 653,708 shares of Common Stock, all of which are held directly by the 1994 Trust.

(2) Calculated based upon a total of 11,280,754 shares of Common Stock outstanding as of June 15, 2026, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended April 30, 2026, filed with the Securities and Exchange Commission on June 15, 2026.

SCHEDULE 13G

Item 1.

(a) Name of issuer:

Coda Octopus Group, Inc.

(b) Address of issuer's principal executive offices:

3300 S. Hiawassee Rd., Suite 104-105 ORLANDO FL 32835

Item 2.

(a) Name of person filing:

Bryan Ezralow and Bryan Ezralow 1994 Trust u/t/d December 22, 1994

(b) Address or principal business office or, if none, residence:

23622 Calabasas Road, Suite 200
Calabasas, CA 91302

(c) Citizenship:

US

(d) Title of class of securities:

Common stock, $0.001 par value per share

(e) CUSIP No.:

19188U206

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) ☐ **Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);**

(b) ☐ Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);

(c) ☐ Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);

(d) ☐ Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

(e) ☐ An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);

(f) ☐ An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);

(g) ☐ A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);

(h) ☐ A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

(i) ☐ A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) ☐ A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:

(k) ☐ Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

The information required by this Item 4 is set forth in Rows 5 through 9 and Row 11 of the cover page for each Reporting Person and is incorporated herein by reference.

(b) Percent of class:

The information required by this Item 4 is set forth in Rows 5 through 9 and Row 11 of the cover page for each Reporting Person and is incorporated herein by reference.

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

The information required by this Item 4 is set forth in Rows 5 through 9 and Row 11 of the cover page for each Reporting Person and is incorporated herein by reference.

(ii) Shared power to vote or to direct the vote:

The information required by this Item 4 is set forth in Rows 5 through 9 and Row 11 of the cover page for each Reporting Person and is incorporated herein by reference.

(iii) Sole power to dispose or to direct the disposition of:

The information required by this Item 4 is set forth in Rows 5 through 9 and Row 11 of the cover page for each Reporting Person and is incorporated herein by reference.

(iv) Shared power to dispose or to direct the disposition of:

The information required by this Item 4 is set forth in Rows 5 through 9 and Row 11 of the cover page for each Reporting Person and is incorporated herein by reference.

Item 5. Ownership of 5 Percent or Less of a Class.

Not Applicable

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Ezralow Bryan Ross

Signature:	**Bryan Ezralow**
Name/Title:	**Bryan Ezralow**
Date:	**08/28/2026**

Bryan Ezralow 1994 Trust u/t/d December 22, 1994

Signature:	**Bryan Ezralow**
Name/Title:	**Bryan Ezralow, Trustee**
Date:	**08/28/2026**

Exhibit Information

Joint Filing Agreement attached as Exhibit 99.1

Exhibit 99.1

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing statement on Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this statement on Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint filing statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning the other, except to the extent that the undersigned knows or has reason to believe that such information is inaccurate.

Dated: August 28, 2026

/s/ Bryan Ezralow
Bryan Ezralow

Bryan Ezralow 1994 Trust u/t/d December 22, 1994

By: */s/ Bryan Ezralow*
Bryan Ezralow, Trustee