UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

| OMB APPROVAL | | |
|-------------------|-----------------|--|
| OMB Number: | 3235-0058 | |
| Expires: | August 31, 2015 | |
| Estimated average | | |
| burden hours per | | |
| response. | 2.50 | |

FORM 12b-25

SEC FILE NUMBER 001-38154

CUSIP NUMBER

NOTIFICATION OF LATE FILING

(Check one): [X] Form 10-K [] Form 20-F [] Form 11-K [] Form 10-Q [] Form 10-D [] Form N-SAR [] Form N-CSR

For Period Ended: October 31, 2018

[] Transition Report on Form 10-K

[] Transition Report on Form 20-F

[] Transition Report on Form 11-K

[] Transition Report on Form 10-Q

[] Transition Report on Form N-SAR

For the Transition Period Ended:

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

CODA OCTOPUS GROUP, INC.

Full Name of Registrant

Former Name if Applicable

9100 Conroy Windermere Road, Suite 200

Address of Principal Executive Office (Street and Number)

Windermere, Florida 34784

City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- [X] The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- [X] The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and

The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III - NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Registrant's annual report on Form 10-K could not be filed within the prescribed time period because the Registrant encountered delays in its preparation of its annual financial statements.

PART IV - OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

| Annmarie Gayle | (863) | 937-8985 |
|----------------|-------------|--------------------|
| (Name) | (Area Code) | (Telephone Number) |

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes [X] No []

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes [] No [X]

Although Registrant's operational results will not show a significant change from the last fiscal year, it is expected that the Registrant's net income will be impacted by the recognition of a material deferred tax asset resulting in a one-time gain in net income.

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

CODA OCTOPUS GROUP, INC. (Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: January 29, 2019

By: <u>/s/ Annmarie Gayle</u>