

# FORM 3

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

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### INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * LEWIS RICHARD SEAN		2. Date of Event Requiring Statement (Month/Day/Year) 11/01/2008	3. Issuer Name and Ticker or Trading Symbol Coda Octopus Group, Inc. [CDOC.OB]	
(Last) (First) (Middle) C/O CODA OCTOPUS GROUP, INC., 164 WEST 25TH STREET, 6TH FLOOR	4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) SVP, Corp. Admin. & Dev.		5. If Amendment, Date Original Filed(Month/Day/Year)	
(Street) NEW YORK, NY 10001			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(City) (State) (Zip)	<b>Table I - Non-Derivative Securities Beneficially Owned</b>			

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, Par Value \$0.001	173,928	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**


**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Options	(1)	06/30/2010	Common Stock	100,000	\$ (2)	D	
Options	(1)	08/14/2013	Common Stock	17,000	\$ 1.3	D	
Options	11/01/2008	08/14/2013	Common Stock	16,500	\$ 1.3	D	
Options	11/01/2009	08/14/2013	Common Stock	16,500	\$ 1.3	D	
Warrants	06/13/2007	06/13/2012	Common Stock	12,500	\$ 1.3	D	
Warrants	06/13/2007	06/13/2012	Common Stock	12,500	\$ 1.7	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LEWIS RICHARD SEAN C/O CODA OCTOPUS GROUP, INC. 164 WEST 25TH STREET, 6TH FLOOR NEW YORK, NY 10001			SVP, Corp. Admin. & Dev.	

## Signatures

/s/ Richard Lewis		11/19/2008
 Signature of Reporting Person		Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Immediately

(2) n/a

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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