

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 * Ezralow Bryan (Last) (First) (Middle) 23622 CALABASAS ROAD, SUITE 200, (Street) CALABASAS, CA 91302-1549 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 04/18/2017	3. Issuer Name and Ticker or Trading Symbol Coda Octopus Group, Inc. [COGI]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	5. If Amendment, Date Original Filed(Month/Day/Year)
		6. Individual or Joint/Group Filing(Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person	

Table I - Non-Derivative Securities Beneficially Owned

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	177,041 (1)	I	By EZ MM&B Holdings, LLC
Common Stock	986,369	I	By Bryan Ezralow 1994 Trust dated December 22, 1994 (2)

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

SEC 1473 (7-02)

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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			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ezralow Bryan 23622 CALABASAS ROAD, SUITE 200 CALABASAS, CA 91302-1549		X		
Bryan Ezralow 1994 Trust dated December 22, 1994 23622 CALABASAS ROAD SUITE 200 CALABASAS, CA 91302		X		

Signatures

/s/ Bryan Ezralow		04/18/2017
<small>**Signature of Reporting Person</small>		Date
/s/ Bryan Ezralow, Trustee of Bryan Ezralow 1994 Trust dated December 22, 1994		04/18/2017
<small>**Signature of Reporting Person</small>		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).

The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest (1) therein, and the inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

(2) These shares are owned directly by the Bryan Ezralow 1994 Trust dated December 22, 1994, a ten percent owner of the issuer, and indirectly by Bryan Ezralow as trustee of such Trust. Bryan Ezralow is a ten percent owner of the issuer.

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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