FORM 4

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

OMB APPROVAL	
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STATEMENT OF CHANGES IN 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*	2. Issuer Name **and** Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)
Ezralow Bryan	Coda Octopus Group, Inc. [CODA]	____ Director ___X___ 10% Owner ____ Officer (give title below) ____ Other (specify below)
(Last) (First) (Middle) , 23622 CALABASAS ROAD, SUITE 200	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2019	
(Street) CALABASAS, CA 91302-1549	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) ___ Form filed by One Reporting Person _X_ Form filed by More than One Reporting Person
(City) (State) (Zip)		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	05/08/2019		S		22,575	D	$ 18.2244	989,994	I	By Bryan Ezralow 1994 Trust u/t/d/ 12/22/1994 (1)
Common Stock	05/09/2019		S		31,223	D	$ 15.3499	958,771	I	By Bryan Ezralow 1994 Trust u/t/d/ 12/22/1994 (1)
Common Stock	05/10/2019		S		26,110	D	$ 15.2115	932,661	I	By Bryan Ezralow 1994 Trust u/t/d/ 12/22/1994 (1)
Common Stock								177,041	I	By EZ MM&B Holdings, LLC (2)

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

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)

				Code	V	(A)	(D)	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

Tony D. Shin, Attorney in Fact		05/10/2019
**Signature of Reporting Person		Date

Explanation of Responses:

- ***** If the form is filed by more than one reporting person, *see* Instruction 4(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)** These shares are owned directly by the Bryan Ezralow 1994 Trust dated December 22, 1994, a ten percent beneficial owner of the Issuer, and indirectly by Bryan Ezralow as trustee of such Trust. Bryan Ezralow is a ten percent beneficial owner of the Issuer.
- **(2)** The reporting person disclaims beneficial ownership of these shares except to the extent of the reporting person's pecuniary interest 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.

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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