

# FORM 4

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

OMB APPROVAL

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

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

**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		4,035.50 <a href="#">(1)</a>	D	\$ 17.2789 <a href="#">(2)</a>	1,008,533.50	I	By Bryan Ezralow 1994 Trust dated December 22, 1994 <a href="#">(8)</a>
Common Stock	05/08/2019		S		18,519	D	\$ 18.4292 <a href="#">(3)</a>	990,014.50	I	By Bryan Ezralow 1994 Trust dated December 22, 1994 <a href="#">(8)</a>
Common Stock	05/08/2019		S		20.50 <a href="#">(1)</a>	D	\$ 19.3795 <a href="#">(4)</a>	989,994	I	By Bryan Ezralow 1994 Trust dated December 22, 1994 <a href="#">(8)</a>
Common Stock	05/09/2019		S		31,223	D	\$ 15.3499 <a href="#">(5)</a>	958,771	I	By Bryan Ezralow 1994 Trust dated December 22, 1994 <a href="#">(8)</a>
Common Stock	05/10/2019		S		24,317 <a href="#">(7)</a>	D	\$ 15.2307 <a href="#">(6)</a>	934,454	I	By Bryan Ezralow 1994 Trust dated December 22, 1994 <a href="#">(8)</a>

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)				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					

## Reporting Owners

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

## Signatures

/s/ Bryan Ezralow		05/20/2019
**Signature of Reporting Person		Date
/s/ Bryan Ezralow, Trustee of Bryan Ezralow 1994 Trust dated December 22, 1994		05/20/2019
**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) The fractional number of shares shown results from the aggregation of these shares based on the price range of one dollar (or less) within which these shares were sold. The total number of shares sold on May 8, 2019 was 22,575 shares.

The original Form 4 did not report that these shares were sold in multiple transactions at a range of prices. This amended Form 4 is being filed to show that the price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$17.08 to \$17.30, inclusive. The reporting person undertakes to provide to Coda Octopus Group, Inc., any security holder of Coda Octopus Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (2) to this Form 4.

(3) The original Form 4 did not report that these shares were sold in multiple transactions at a range of prices. This amended Form 4 is being filed to show that the price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$18.25 to \$19.23, inclusive. The reporting person undertakes to provide to Coda Octopus Group, Inc., any security holder of Coda Octopus Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (3) to this Form 4.

(4) The original Form 4 did not report that these shares were sold in multiple transactions at a range of prices. This amended Form 4 is being filed to show that the price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$19.28 to \$19.40, inclusive. The reporting person undertakes to provide to Coda Octopus Group, Inc., any security holder of Coda Octopus Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (4) to this Form 4.

(5) The original Form 4 did not report that these shares were sold in multiple transactions at a range of prices. This amended Form 4 is being filed to show that the price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$15.00 to \$16.00, inclusive. The reporting person undertakes to provide to Coda Octopus Group, Inc., any security holder of Coda Octopus Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (5) to this Form 4.

- The original Form 4 did not report that these shares were sold in multiple transactions at a range of prices. This amended Form 4 is being filed to show that the price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$14.75 to \$15.60, inclusive. The reporting person undertakes to provide to Coda Octopus Group, Inc., any security holder of Coda Octopus Group, Inc. or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in footnote (6) to this Form 4.
- (6) Due to a clerical error, the 26,110 shares reported in the original Form 4 as being sold on May 10, 2019 was incorrect. The correct number of shares sold on May 10, 2019 was 24,317 shares.
  - (7) 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.

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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