FORM 4

(Print or Type Responses)

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

1. Name and Address of Reporting Person * Emerson John Steven					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						
(Last) (First) (Middle) 1522 ENSLEY AVENUE					3. Date of Earliest Transaction (Month/Day/Year) 05/10/2019						Office	er (give title belo			ecify belo	w)	
					4. If Amendment, Date Original Filed(Month/Day/Year)						_X_ Form fil	6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)		(State)		(Zip)		Table I - Non-Derivative Securities Acqu						uired, Disp	osed of, or l	Beneficial	ly Owned	<u> </u>	
(Instr. 3) Date (Month/Day/Year) ar		Executi any	A. Deemed 3. Execution Date, if Transactio Code Month/Day/Year) (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)		Form: Direct (D) or Indirect	hip Indi Ben O) Owr	lature of rect eficial nership tr. 4)					
						Code	V	Amount	or (D)	Price				(I) (Instr. 4))		
Common	Stock		05/10/2	2019			S		13,000	D	\$ 15.211	366,969)		D		
Common	Stock											138,776	5		I	Em	ven erson A R/O
Common	Stock											187,878	3		I		
Common	Stock											49,328			I		Brian terson
Common	Stock		05/10/2	2019			S		12,317	D	\$ 15.230	7 311,298	3		Ι		erson
Common	Stock											8,286			I	By Me IRA	adows
Common	Stock											8,286			I		eghany adows
Reminder: R	Report on a s	eparate line	e for each o	class of sec	curities t	peneficially	owned dire	Pe	ersons w	ho re in thi	s form a	re not requ	ction of int uired to res OMB con	spond ur	less	SEC 14	74 (9-02)
				Table II	- Deriv	ative Secur outs, calls, v	ities Acqu varrants,	ired, optio	Disposed	l of, or rtible	r Benefici securities	ally Owned					
Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transac Date (Month/Da	ay/Year) I		d Date, if	4. Transaction Code	5.	6 an (I)	. Date Exe nd Expirat Month/Da	rcisab ion Da	ate Ar Ur Se	7. Title and Amount of Derivative Underlying Securities (Instr. 3 and Security Owned 9. Number of Derivative Securities Securities Beneficially Owned		re Over Se Se Di or on(s) (I)	vnership rm of rivative curity: rect (D) Indirect	(Instr. 4)	

							Amount		
	Code	V	(A)	Date Exercisable	Expiration Date	Title	or Number of Shares		

Reporting Owners

D 4 0 V /	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
Emerson John Steven								
1522 ENSLEY AVENUE		X						
LOS ANGELES, CA 90024								

Signatures

/s/ John Steven Emerson	05/14/2019
**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).

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

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