FORM 4	4
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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).

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

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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 Reportin Sondergaard Niels	2. Issuer Name <b>and</b> 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) CARIT ETLARS VEJ 17A	(Middle) , 8700 HORSENS	3. Date of Earliest Transaction (Month/Day/Year) 06/24/2021					1	Officer (give title below)	Other (specify b	below)	
(Street) DENMARK		4. If Amendment, Date Original Filed(Month/Day/Year)					ar)	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)	Τι	Table I - Non-Derivative Securities Acquired, Dis						l, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		of (D)	Reported Transaction(s) Form: (Instr. 3 and 4) Direct		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	06/24/2021		Code S	V	Amount 21,523	(D) D	Price \$ 9.0373	2,241,581	(Instr. 4) D		

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

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)														
	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
onversion	Date	Execution Date, if	Transacti	on	Numł	ber	and Expirati	on Date	Amou	unt of	Derivative	Derivative	Ownership	of Indirect
r Exercise	(Month/Day/Year)	any	Code		of		(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
rice of		(Month/Day/Year)	(Instr. 8)		Deriv	ative			Secur	ities	(Instr. 5)	Beneficially	Derivative	Ownership
erivative					Secur	ities			(Instr	. 3 and		Owned	Security:	(Instr. 4)
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					4, and	15)								
										Amount				
							Dete	E		or				
								*	Title	Number				
							Exercisable	Date		of				
			Code	V	(A)	(D)				Shares				
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## **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Sondergaard Niels CARIT ETLARS VEJ 17A 8700 HORSENS DENMARK		Х				

### **Signatures**

/s/ Niels Sondergaard	06/28/2021
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.

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