## FORM 4

(Print or Type Responses)

# 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

1. Name and Address of Reporting Person – Ezralow Bryan					2. Issuer Name and Ticker or Trading Symbol Coda Octopus Group, Inc. [CODA]							Check all applicable)  Director  Z 10% Owner					
(Last) (First) (Middle) 23622 CALABASAS ROAD, SUITE 200					3. Date of Earliest Transaction (Month/Day/Year) 03/25/2020						Office	er (give title belo	ow)	Other (s	pecify belov	v)	
(Street) CALABASAS, CA 91302				4. It							Form file	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 Beneficia								ılly Owne	d							
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Y	Year) Execution	2A. Deemed Execution Date, if any (Month/Day/Year)		action	(A) or Disposed of (D) (Instr. 3, 4 and 5)		of ()	d 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		6. Ownersh Form: Direct (I or Indire	ip Indire Benef O) Owne	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
						Code	V	Amount		Price				(Instr. 4)			
Common	ı Stock		03/25/2020			S		1,200	D	\$ 5.7	911,369			I	Ezra 1994 u/t/d	1 Trust	
Common	ı Stock		03/26/2020			S		1,000	D	\$ 5.7	910,369			I	Ezra 1994 u/t/d	1 Trust	
Common	ı Stock		03/31/2020			S		2,290	D	\$ 5.7	908,079			I	Ezra 1994 u/t/d	1 Trust	
Common	n Stock										177,041			I	By H MM Hold LLC	&B dings,	
Reminder:	Report on a s	separate line	for each class o	f securities	beneficially o	wned dire	Per	rsons wh ntained i	no resp n this f	form a	to the collegare not requirently valid	uired to res	spond u	ınless	SEC 14	74 (9-02)	
			Tabl		vative Securi nuts, calls, w												
Security	2. Conversion or Exercise Price of Derivative Security	3. Transacti Date (Month/Day	Execution Execut	emed	4. Transaction Code	5.	6. and (M	and Expiration Date (Month/Day/Year) Am Un Sec		Title and mount of inderlying ecurities nstr. 3 and	ount of erlying urities tr. 3 and Derivative Security (Instr. 5) Benefic Owned Followi Reporte Transac (Instr. 4)		ive es For ially Do Se ng Di or tion(s)	wnership orm of erivative ecurity: rect (D) Indirect	11. Nature of Indirect Beneficial Ownershij (Instr. 4)		
							Da Ex	te ercisable	Expirat	ion T	Amount or itle Number						

V (A) (D)

Shares

#### **Reporting Owners**

	Relationships						
Reporting Owner Name / Address	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**

	04/10/2020
	Date
ļ	04/10/2020
	Date
4	4

### **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.

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.