

OMB APPROVAL	
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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

<b>1. Name and Address of Reporting Person*</b> <u>Kim Ho Seok</u> <hr/> (Last) (First) (Middle) C/O THE CORETEC GROUP INC. 333 JACKSON PLAZA, STE 460 <hr/> (Street) ANN ARBOR MI 48103 <hr/> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b> <u>CORETEC GROUP INC. [ CRTG ]</u>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable) Director <span style="float:right">10% Owner</span> <input checked="" type="checkbox"/> Officer (give title below) <input checked="" type="checkbox"/> Other (specify below) Chief Financial Officer / Managing Director of 10% owner
	<b>3. Date of Earliest Transaction (Month/Day/Year)</b> 08/21/2024	
	<b>4. If Amendment, Date of Original Filed (Month/Day/Year)</b>	

**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	08/21/2024		J <sup>(1)</sup>		688,944,244	A	(1)	688,944,244	I	By Core SS LLC <sup>(2)</sup>	

**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 Securities Underlying Derivative Security (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: 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				
Series C Convertible Preferred Stock	(3)	08/21/2024		J <sup>(1)</sup>		10,000,000 <sup>(1)</sup>		(3)	(3)	Common stock	2,300,000,000	(2)(3)	10,000,000 <sup>(2)(3)</sup>	I	By Core SS LLC <sup>(2)</sup>

**Explanation of Responses:**

- On August 21, 2024 (the "Closing Date"), the Issuer closed the transaction contemplated by that certain Share Exchange Agreement, dated March 1, 2024 (the "Agreement"), by and among the Issuer, Core Optics, LLC, a Virginia limited liability company ("Core Optics"), Core Optics Co., Ltd., a Republic of Korea corporation ("Operating Subsidiary") and Core SS LLC, a Virginia limited liability company (the "Member"), as amended by the Amendment to the Share Exchange Agreement dated June 27, 2024 (the "Amendment"), and as further amended by the Second Amendment to the Share Exchange Agreement dated July 31, 2024 (the "Second Amendment" and together with the Agreement and the Amendment, the "Transaction Documents"). Pursuant to the Transaction Documents, the Member agreed to sell all its membership interests in Core Optics to the Issuer in exchange for the Issuer's issuance of 10,000,000 Series C Convertible Preferred Stock to the member, and issuance of an aggregate of 713,694,244 shares.
- The reported securities are owned directly by Core SS LLC. Ho Seok (Roberto) Kim, the reporting person, is the Managing Director of Core SS LLC, and as such, may be deemed to have an indirect beneficial ownership of the securities held of record by Core SS LLC. Mr. Kim disclaims beneficial ownership of such securities directly held by Core SS LLC, except to the extent of its or his pecuniary interest therein, and this report shall not be deemed an admission of beneficial ownership of these securities for Section 16 or for any other purposes.
- The Series C Convertible Preferred Stock is convertible into 230 shares of Common Stock per share of Series C Preferred Stock at any time (subject to availability of sufficient authorized capital stock), at the holder's election or upon a mandatory conversion event, and has no expiration date.

/s/ Ho Seok Kim

09/10/2024

\*\* Signature of Reporting Person

Date

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

\* 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.

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