FORM 4

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washing

| gton, D.C. 20549 | OMB APPROVA |
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| J. 20549             | OMB A       | APPROVAL  |  |  |
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| DENEEKCIAI OWNEDCHID | OMB Number: | 3235-0287 |  |  |

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP Estimated average burden hours per response:

|   | Check this box if no longer subject to |
|---|--|
| ١ | Section 16. Form 4 or Form 5           |
| J | obligations may continue. See          |
|   | Instruction 1(b).                      |

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

| Name and Address of Reporting Person*     DOMBROWSKI RONALD  |   |  |   | 9   | 2. Issuer Name and Ticker or Trading Symbol CORETEC GROUP INC. [ CRTG ]  |   |     |  |                    |  |                                  | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  X Director 10% Owner |  |   |  |  |
|--|---|--|---|---|--|---|-----|--|--------------------|--|----------------------------------|---|--|---|--|--|
| (Last)   | (F  | irst)                                      | (Middle)  |   | 3. Date of Earliest Transaction (Month/Day/Year) 10/27/2023  |   |     |  |                    |  |                                  | Officer (g<br>below)  | jive title   |   | Other (sp<br>below)  | ecify  |
| C/O THE CORETEC GROUP INC.   |   |  |   |   | 4. If Amendment, Date of Original Filed (Month/Day/Year)   |   |     |  |                    |  | 6. Indi                          | 6. Individual or Joint/Group Filing (Check Applicable Line)                                   |  |   |  |  |
| 333 JACKSON PLAZA, SUITE 1200  |   |  |   |   | The American Date of Original Fried (world // Day/ Teal)   |   |     |  |                    |  |                                  | X Form filed by One Reporting Person  Form filed by More than One Reporting Person            |  |   |  |  |
| (Street)   |   |  |   |   |  |   |     |  |                    |  |                                  | - Controlle   | u by More  | uiaii C   | one Reportii   | ly Ferson  |
| ANN AF   | RBOR, M   | II   | Rule 10b5-1(c) Transaction Indication                       |   |  |   |     |  |                    |  |                                  |   |  |   |  |  |
| (City)   | (5  | State)                                     | (Zip)   |   | Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10. |   |     |  |                    |  |                                  |   |  |   |  |  |
| Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned   |   |  |   |   |  |   |     |  |                    |  |                                  |   |  |   |  |  |
| 1. Title of Security (Instr. 3)  2. Trans: Date (Month/L   |   |  | te  | action 2A. Deemed Execution Date, if any (Month/Day/Yea |  | , Transaction Disposed Of (<br>Code (Instr. |     | ties Acquired (A) or<br>d Of (D) (Instr. 3, 4 and 5)     |                    | 5. Amount of<br>Securities<br>Beneficially<br>Owned Following<br>Reported                  |                                  | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I) (Instr. 4)                             |  | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
|  |   |  |   |   |  |   |     | Code   | Amount             | (A) (D)  | Price                            | Transactio<br>(Instr. 3 an  |  |   | "  | 11301. 4)  |
| Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) |   |  |   |   |  |   |     |  |                    |  |                                  |   |  |   |  |  |
| 1. Title of<br>Derivative<br>Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction<br>Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date,<br>if any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code (Instr.                       |  | 5. Number of Derivative                     |     | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                    | 7. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 3 and 4) |                                  | 8. Price of<br>Derivative<br>Security<br>(Instr. 5)   | 9. Number of<br>derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) |   | 10.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I) (Instr. 4) | 11. Nature<br>of Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|  |   |  |   | Code  | v  | (A)   | (D) | Date<br>Exercisable                                      | Expiration<br>Date | Title  | Amount or<br>Number of<br>Shares |   | (Instr. 4)   |   | <u> </u>   |  |
| Option<br>(right to<br>buy) <sup>(1)</sup>   | \$0.0225  | 10/27/2023                                 |   | A   |  | 1,000,000                                   |     | 10/27/2023   | 10/27/2028         | Common<br>Stock  | 1,000,000                        | \$0   | 1,000,0  | 000   | D  |  |

## **Explanation of Responses:**

1. On October 27, 2023, the board of directors of The Coretec Group, Inc. (the "Company"), as incentive compensation, granted Mr. Dombrowski options to purchase 1,000,000 shares of Common Stock. The options became fully vested on the date of grant and have an expiration date of October 27, 2028. The options have an exercise price equal to \$0.0225 per share.

/s/ Ronald Dombrowski

10/31/2023 \*\* 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.