

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

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).

1. Name and Address of Reporting Person* <u>Hoffman Matthew Leo</u>  (Last) (First) (Middle) C/O THE CORETEC GROUP INC. 333 JACKSON PLAZA, SUITE 1200  (Street) ANN ARBOR, MI 48103  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>CORETEC GROUP INC. [ CRTG ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>09/30/2021</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

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			

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				
Option (right to buy)	(1)	09/30/2021		D		2,000,000		(1)	(1)	Common Stock	2,000,000	\$0	0	D	
Option (right to buy)	(2)	09/30/2021		A		2,000,000		(2)	(2)	Common Stock	2,000,000	\$0	2,000,000	D	
Option (right to buy)	(3)	09/30/2021		A		1,000,000		(3)	(3)	Common Stock	1,000,000	\$0	3,000,000	D	

Explanation of Responses:

- On September 30, 2021, the board of directors of The Coretec Group, Inc. (the "Company") authorized the cancellation of 2,000,000 options to purchase shares of the Company's common stock, par value \$0.0002 per share ("Common Stock") that were issued on April 7, 2021. The options had an exercise price equal to \$0.15 per share.
- On September 30, 2021, the board of directors of the Company, as incentive compensation, granted Mr. Hoffman options to purchase 2,000,000 shares of Common Stock. The options became fully vested on the date of grant and have an expiration date of September 30, 2026. The options have an exercise price equal to \$0.105 per share.
- On September 30, 2021, the board of directors of the Company, as incentive compensation, granted Mr. Hoffman 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 September 30, 2026. The options have an exercise price equal to \$0.105 per share.

/s/ Matthew Hoffman

10/04/2021

\*\* 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.