

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Odyssey Group International, Inc.

Form: 3

Date Filed: 2019-12-10

Corporate Issuer CIK: 1626644

INITIAL STATEMENT OF 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 Reporting Person GANDOLFO JOHN P <small>(Last) (First) (Middle)</small>		2. Date of Event Requiring Statement (Month/Day/Year) 10/23/2019	3. Issuer Name and Ticker or Trading Symbol Odyssey Group International, Inc. [ODYY]	
2372 MORSE AVE. <small>(Street)</small>		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. If Amendment, Date Original Filed (Month/Day/Year)
IRVINE, CA 92614 <small>(City) (State) (Zip)</small>		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Restricted Stock Unit (Right to Buy)	(1)	(2)	ODYY - Common Stock	500,000	\$ (1)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GANDOLFO JOHN P 2372 MORSE AVE. IRVINE, CA 92614	X			

Signatures

/s/ Christine M. Farrell, Attorney-in-Fact for John P. Gandolfo 12/10/2019
Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

The vesting of the RSU (Units) is as follows: 200,000 shares vest October 23, 2019, 200,000 vest on October 23, 2020 and 100,000 shares vest on October 23, 2021, subject to the Grantee's continuous service on the Company's Board of Directors through the applicable vesting date. If not forfeited, vesting of the Units will be accelerated and will vest in full immediately upon the closing of a Corporate Transaction, provided that Grantee provides Continuous Service to the Company through the date such Corporate Transaction is closed. Vested Units will be settled by delivering to Grantee a number of shares equal to the number of vested Units on the earlier of the date on which the Grantee's Continuous Service ends, or the closing of a Corporate Transaction.

(2) No expiration.

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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