

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

Odyssey Group International, Inc.

Form: 4

Date Filed: 2021-03-01

Corporate Issuer CIK: 1626644

FORM 4

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. Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940.
See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

(Print or Type Responses)

1. Name and Address of Reporting Person REDMOND J MICHAEL <small>(Last) (First) (Middle)</small>		2. Issuer Name and Ticker or Trading Symbol Odyssey Group International, Inc. [ODYY]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) President/CEO	
2372 MORSE AVE. <small>(Street)</small>		3. Date of Earliest Transaction (Month/Day/Year) 09/16/2020			
IRVINE, CA 92614 <small>(City) (State) (Zip)</small>		4. If Amendment, Date Original Filed (Month/Day/Year)		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 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			

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

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. SEC 1474 (9-02)

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 Underlying Securities (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 of Derivative Security: 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				
Restricted Stock Unit (Right to Buy)	\$ 0.18	01/01/2021	01/01/2021	A		3,000,000		(1)	(2)	ODYY - Common Stock	3,000,000	\$ 0.18	3,000,000	D	
ODYY - Common Stock Option	\$ 0.25	09/16/2020		J(3)		15,000,000		(2)	(2)	ODYY - Common Stock	15,000,000	\$ 0.25	3,000,000	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
REDMOND J MICHAEL 2372 MORSE AVE. IRVINE, CA 92614	X		President/CEO	

Signatures

/s/ Christine M. Farrell, Attorney-in-Fact for Joseph M. Redmond 03/01/2021
Signature of Reporting Person Date

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).

The vesting of the RSU (Units) is as follows: 3,000,000 RSU vesting equally over 36 months, subject to the Grantee's continuous service 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.

(1) 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.

(3) Options not earned or vested and cancelled September 16, 2020

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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