

# FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL  
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## STATEMENT OF CHANGES IN 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

<b>1. Name and Address of Reporting Person -*</b>  <b>Osborn Steven Lee II</b> (Last) (First) (Middle)  <b>761 SE 65TH PL</b> (Street)  <b>HILLSBORO, OR 97123</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>MassRoots, Inc. [ MSRT ]</b>  <b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <b>1/8/2018</b>  <b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>  <b>3/12/2018</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input type="checkbox"/> Director <span style="float:right"><input type="checkbox"/> 10% Owner</span> <input type="checkbox"/> Officer (give title below) <span style="float:right"><input checked="" type="checkbox"/> Other (specify below)</span> <b>Former CTO</b>  <b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
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**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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							2278771 (U)	D		
Common stock	2/15/2018		S		10000	D	\$0.4	2268771	D	
Common stock	2/16/2018		S		50000	D	\$0.38	2218771	D	
Common stock	2/20/2018		S		10000	D	\$0.3725	2208771	D	
Common stock	2/20/2018		S		40000	D	\$0.37	2168771	D	
Common stock	2/21/2018		S		25000	D	\$0.37	2143771	D	
Common stock	2/21/2018		S		15000	D	\$0.36	2128771	D	
Common stock	2/22/2018		S		39500	D	\$0.34	2089271	D	
Common stock	2/22/2018		S		20000	D	\$0.33	2069271	D	
Common stock	2/22/2018		S		13500	D	\$0.331	2055771	D	
Common stock	2/23/2018		S		67500	D	\$0.29	1988271	D	
Common stock	2/23/2018		S		20000	D	\$0.285	1968271	D	
Common stock	2/26/2018		S		40000	D	\$0.28	1928271	D	
Common stock	2/26/2018		S		11250	D	\$0.29	1917021	D	
Common stock	2/27/2018		S		35000	D	\$0.26	1882021	D	
Common stock	2/27/2018		S		20344	D	\$0.265	1861677	D	
Common stock	2/27/2018		S		17250	D	\$0.285	1844427	D	
Common stock	2/27/2018		S		17406	D	\$0.261	1827021	D	
Common stock	2/28/2018		S		12000	D	\$0.253	1815021	D	
Common stock	2/28/2018		S		7500	D	\$0.255	1807521	D	
Common stock	3/1/2018		S		20000	D	\$0.26	1787521	D	
Common stock	3/1/2018		S		40000	D	\$0.2625	1747521	D	
Common stock	3/2/2018		S		25000	D	\$0.27	1722521	D	
Common stock	3/2/2018		S		25000	D	\$0.26	1697521	D	
Common stock	3/5/2018		S		55000	D	\$0.27	1642521	D	
Common stock	3/6/2018		S		42700	D	\$0.29	1599821	D	
Common stock	3/7/2018		S		47500	D	\$0.275	1552321	D	
Common stock	3/7/2018		S		27500	D	\$0.285	1524821	D	
Common stock	3/8/2018		S		25000	D	\$0.252	1499821	D	
Common stock	3/8/2018		S		5000	D	\$0.2526	1494821	D	

**Table II - Derivative Securities 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. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		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 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				

**Explanation of Responses:**

(1) Pursuant to an employment agreement in June 2017, the Reporting Owner was granted 1,050,000 shares of which 50,000 shares vested immediately and 1,000,000 common shares were to vest over 24 months. Further pursuant to an Agreement and Plan of Merger as described in MassRoots, Inc. (the "Issuer") Form 8-K dated July 14, 2017, Mr. Osborn received 1,228,771 shares of the Company's Common Stock as consideration for the merger. The remaining unvested common shares issued pursuant to an employment agreement discussed above fully vested on January 8, 2018 pursuant to the terms of a Separation Agreement of the same date, concurrent with which, Mr. Osborn also resigned as an officer of the Company.

**Remarks:**

The Reporting Owner is filing this Ownership Report on Form 4/A to replace in its entirety and correct certain information on the Form 4 as originally filed on March 12, 2018.

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Osborn Steven Lee II 761 SE 65TH PL HILLSBORO, OR 97123				Former CTO

**Signatures**

/s/Steven Osborn

3/21/2018

\*\*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.

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