

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

June 8, 2018

Date of Report (Date of earliest event reported)

MassRoots, Inc.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation)

000-55431

(Commission File Number)

46-2612944

(IRS Employer
Identification No.)

2420 17th Street
Office 3118, Denver, CO

(Address of principal
executive offices)

80202

(Zip Code)

(833) 467-6687

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 8, 2018, MassRoots, Inc. (the “Company”) held its 2018 annual meeting of stockholders (the “Annual Meeting”). A total of 143,620,501 shares of common stock constituting a quorum, were represented in person or by valid proxies at the Annual Meeting.

At the Annual Meeting, the Company’s stockholders voted on Proposals 1, 3, 4, 5 and 6. To allow additional time for stockholders to vote on Proposal 2, the Company adjourned the meeting with respect to such proposal until June 15, 2018. This Current Report on Form 8-K will be amended to report the results of Proposal 2 once the final results are received by the Company. The final results for Proposals 1, 3, 4, 5 and 6, as set forth in the Definitive Proxy Statement, filed with the SEC on May 11, 2018, are as follows:

Proposal 1. At the Annual Meeting, the terms of all four members of the Board of Directors expired. All of the four nominees for director were elected to serve until the next annual meeting of stockholders or until their respective successors have been duly elected and qualified, or until such director’s earlier resignation, removal or death. The result of the votes to elect the four directors was as follows:

Directors	For	Withheld	Broker Non-Votes
Isaac Dietrich	74,661,548	873,713	68,085,240
Charles R. Blum	75,205,960	329,301	68,085,240
Cecil Kyte	75,202,335	332,926	68,085,240
Graham Farrar	75,295,394	239,867	68,085,240

Proposal 3. At the Annual Meeting, the stockholders approved the Company’s 2018 Equity Incentive Plan (the “2018 Plan”) and the reservation of 25,000,000 shares of common stock for issuance thereunder. The result of the votes to approve the 2018 Plan was as follows:

For	Against	Abstain	Broker Non-Vote
72,130,212	3,048,618	356,431	68,085,240

Proposal 4. At the Annual Meeting, the stockholders approved the ratification of the appointment of RBSM LLP as the Company’s independent public accountant for the fiscal year ending December 31, 2018. The result of the votes to approve RBSM LLP was as follows:

For	Against	Abstain
141,720,438	922,258	977,805

Proposal 5. At the Annual Meeting, the stockholders approved an advisory vote on executive compensation. The result of the votes to approve the advisory vote on executive compensation was as follows:

For	Against	Abstain	Broker Non-Vote
74,088,498	1,085,617	361,146	68,085,240

Proposal 6. At the Annual Meeting, the stockholders approved a three-year frequency for holding an advisory vote on executive compensation. The result of the votes to approve the three-year frequency was as follows:

1 Year	2 Years	3 Years	Abstain
7,396,731	587,682	66,573,586	977,262

Item 7.01 Regulation FD Disclosure.

On June 13, 2018 the Company issued a press release announcing the results of the Annual Meeting and adjournment regarding Proposal 2.

A copy of the press release that discusses this matter is filed as Exhibit 99.1 to, and incorporated by reference in, this Current Report on Form 8-K. The information in this Current Report on Form 8-K is being furnished and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be incorporated by reference into any registration statement or other document pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in any such filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

99.1 [Press Release dated June 13, 2018](#)

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: June 13, 2018

MassRoots, Inc.

By: /s/ Isaac Dietrich
Isaac Dietrich
Chief Executive Officer

MassRoots Announces Voting Results of 2018 Annual Meeting and Adjournment of Proposal with respect to Second Amended and Restated Certificate of Incorporation

Shareholders Re-Elect MassRoots, Inc.'s Board of Directors by an Overwhelming Majority of Proxies Cast

DENVER, June 13, 2018 -- MassRoots, Inc. ("MassRoots" or the "Company") (OTCQB:MSRT), a leading technology platform for the regulated cannabis industry, announced results of its 2018 annual meeting of stockholders.

The nominees to be appointed to the Company's Board of Directors were all re-elected by an overwhelming majority of the votes cast at the annual meeting. In addition, stockholders approved the following proposals: (i) approval of the Company's 2018 Equity Incentive Plan and the reservation of 25,000,000 shares of common stock for the issuance thereunder; (ii) ratification of the appointment of RBSM LLP as the Company's independent public accountant for the fiscal year ended December 31, 2018; (iii) an advisory vote on executive compensation; and (iv) approval of a three-year frequency for holding an advisory vote on executive compensation.

The meeting was adjourned with respect to the proposal to approve the Company's Second Amended and Restated Certificate of Incorporation (the "Charter"). The meeting will reconvene on June 15, 2018, allowing stockholders additional time to vote on the Charter.

During the pendency of the adjourned meeting, stockholders holding shares as of the record date of April 20, 2018, who have not yet voted are encouraged to vote by 11:59 p.m. (EDT) on June 14, 2018. The adjourned meeting will be held on Friday June 15, 2018 at 4:30 p.m. (PDT) at the offices of Sheppard Mullin Richter & Hampton LLP, 333 South Hope Street, Los Angeles, CA 90071. Only stockholders of record on the record date of April 20, 2018 are entitled to and are being requested to vote. Proxies previously submitted in respect of the meeting will be voted at the adjourned meeting unless properly revoked.

No changes have been made in the proposals to be voted on by stockholders at the annual meeting. The Company's proxy statement and any other materials filed by the Company with the SEC remain unchanged and can be obtained free of charge at the SEC's website at www.sec.gov.

"We are focused on growing the number of dispensaries paying us \$420 per month per retail location to list on our dispensary finder and gain access to our business portal," stated Mr. Isaac Dietrich, Chairman of the Board and Chief Executive Officer of the Company. "Currently, there are approximately 1,700 dispensaries in the United States, which we believe could grow to 2,500 locations over the next year. Our goal is to engage a minimum of 1,000 locations by the end of 2018."

About MassRoots

MassRoots, Inc. is one of the leading technology platforms for the regulated cannabis industry. Powered by more than one million registered users, the Company's mobile apps empower consumers to make educated cannabis purchasing decisions through community-driven reviews. With a significant market share of medical cannabis patients in certain markets and more than 35,000 shareholders, the Company believes it is uniquely positioned to best serve the needs of the cannabis industry. For more information, please visit MassRoots.com/Investors and review MassRoots' filings with the U.S. Securities and Exchange Commission.

Forward-looking Statements

This press release contains certain forward-looking statements within the meaning of the safe harbor provisions of the Private Securities Litigation Reform Act of 1995. These statements are identified by the use of the words "could," "believe," "anticipate," "intend," "estimate," "expect," "may," "continue," "predict," "potential," "project" and similar expressions that are intended to identify forward-looking statements. All forward-looking statements speak only as of the date of this press release. You should not place undue reliance on these forward-looking statements. Although we believe that our plans, objectives, expectations and intentions reflected in or suggested by the forward-looking statements are reasonable, we can give no assurance that these plans, objectives, expectations or intentions will be achieved. Forward-looking statements involve significant risks and uncertainties (some of which are beyond our control) and assumptions that could cause actual results to differ materially from historical experience and present expectations or projections. These forward-looking statements should, therefore, be considered in light of various important factors, including those set forth in Massroots' reports that it files from time to time with the Securities and Exchange Commission and which you should review, including those statements under "Item 1A – Risk Factors" in MassRoots' Annual Report on Form 10-K, as amended by MassRoots' Quarterly Report on Form 10-Q. Actual results may differ materially from those in the forward-looking statements and the trading price for our common stock may fluctuate significantly. Except as required by law, we undertake no obligation to update or revise publicly any forward-looking statements, whether as a result of new information, future events or otherwise, after the date on which the statements are made or to reflect the occurrence of unanticipated events.