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

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

1. Name and Address of Reporting Person

FITCH TERENCE ANTHONY
1820 SAN PASQUAL
PASADENA, CA 91107

2. Issuer Name and Ticker or Trading Symbol

MassRoots, Inc. [ MSRT ]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_ X_ Director

10% Owner

Officer (give title below)

Other (specify below)

3. Date of Earliest Transaction (MM/DD/YYYY)

12/12/2017

6. Individual or Joint/Group Filing

(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting Person

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>1. Title of Security (Instr. 3)</th>
<th>2. Trans. Date</th>
<th>2A. Deemed Execution Date, if any</th>
<th>3. Trans. Code (Instr. 8)</th>
<th>4. Securities Acquired (A) or Disposed of (D) (Instr. 3 and 4)</th>
<th>5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>7. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, par value $0.001</td>
<td>12/12/2017</td>
<td>J</td>
<td>V</td>
<td>750000 D</td>
<td>100000</td>
<td>D</td>
<td>D</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>1. Title of Derivate Security (Instr. 3)</th>
<th>2. Conversion or Exercise Price of Derivative Security</th>
<th>3. Trans. Date</th>
<th>3A. Deemed Execution Date, if any</th>
<th>4. Trans. Code (Instr. 8)</th>
<th>5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>6. Date Exercisable and Expiration Date</th>
<th>7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>8. Price of Derivative Security (Instr. 5)</th>
<th>9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>11. Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Warrant (1)</td>
<td>$0.20</td>
<td>12/12/2017</td>
<td>A</td>
<td>185000</td>
<td>12/12/2017 12/12/2022 Common Stock, par value $0.001 185000 (1) 185000 D</td>
<td>D</td>
<td>D</td>
<td>D</td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

### Explanation of Responses:

1. In connection with Mr. Fitch's resignation as a member of the Company's Board of Directors, he forfeited 750,000 shares of the Company's Common Stock, issued July 26, 2017 (as reported on Mr. Fitch's Form 4 filed July 28, 2017). In return, the Company has issued a Warrant to Mr. Fitch, for the purchase of up to 1,850,000 shares of the Company's Common Stock at $0.20 per share.

### Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>FITCH TERENCE ANTHONY</td>
<td>X</td>
</tr>
</tbody>
</table>

### Signatures

/s/ Terence Anthony Fitch 12/26/2017

Signature of Reporting Person

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).


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 control number.