

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

January 16, 2018 (January 9, 2018)

Date of Report (Date of earliest event reported)

MassRoots, Inc.

(Exact name of registrant as specified in its charter)

Delaware

000-55431

46-2612944

(State or other jurisdiction of incorporation)

(Commission File Number)

(IRS Employer Identification No.)

1624 Market Street, Suite 201, Denver, CO

80202

(Address of principal
executive offices)

(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Effective January 9, 2018, Steve Osborn resigned as Chief Technology Officer of MassRoots, Inc. (the “Company”). Mr. Osborn’s resignation was not the result from any disagreement with the Company, any matter related to the Company’s operations, policies or practices, the Company’s management or the Board.

Effective January 10, 2018, the Board appointed Jesus Quintero as Chief Financial Officer of the Company to replace Isaac Dietrich who was serving as Interim Chief Financial Officer of the Company. On January 10, 2018, the Company entered into a CFO Services Agreement (the “Agreement”) with Jesus Quintero pursuant to which Mr. Quintero will serve as Chief Financial Officer of the Company for a term of one year (the “Initial Term”), which term shall be automatically renewed for successive one year periods thereafter unless Mr. Quintero provides the Company with written notice of his intention not to renew the Agreement at least 90 days prior to the expiration of the Initial Term. The Agreement may be terminated by either party upon 90 days prior written notice to the other party. Pursuant to the terms of the Agreement, Mr. Quintero shall receive a fee of \$4,000 per month and will receive a onetime issuance of 250,000 shares of the Company’s common stock, all of which vest as of January 10, 2018.

Set forth below is the biographical information of Mr. Quintero as required by Item 401 of Regulation S-K.

From January 2017 through December 2017 Jesus Quintero served as a financial consultant to several domestic and international companies including, but not limited to, Premier Radiology Services, ATR Wireless Inc. and GAM Distribution Corporation. From May 2014 until December 2016 Mr. Quintero served as Chief Financial Officer of the Company, and from January 2013 until October 2014, he served as Chief Financial Officer of Brazil Interactive Media. Mr. Quintero has held senior finance positions with Avnet Inc., Latin Node, Inc., Globetel Communications Corp and Telefonica of Spain and has extensive experience in public company reporting and SEC compliance matters. His prior experience also includes tenure with PricewaterhouseCoopers and Deloitte & Touch. Mr. Quintero received a B.S. in Accounting from St. John’s University and is a Certified Public Accountant in the State of New York .

Item 7.01 Regulation FD Disclosure

The Company has made available a presentation about the Company’s business, a copy of which is filed as Exhibit 99.1 to this Current Report on Form 8-K (the “Report”) and is hereby incorporated by reference.

The information contained in the presentation is summary information that should be considered in the context of the Company’s filings with the Securities and Exchange Commission and other public announcements the Company may make by press release or otherwise from time to time. The presentation speaks as of the date of this Report. While the Company may elect to update the presentation in the future to reflect events and circumstances occurring or existing after the date of this Report, the Company specifically disclaims any obligation to do so.

The presentation contains forward-looking statements, and as a result, investors should not place undue reliance on these forward-looking statements.

The information set forth in this Report, including without limitation the presentation, is not deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as may be expressly set forth by specific reference in such a filing.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit No.	Description
10.1	CPA Services Agreement
99.1	MassRoots, Inc. presentation dated January 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: January 16, 2018

MassRoots, Inc.

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

CFO Services Agreement

This CFO Services Agreement is entered into as of **January 10, 2018** between Jesus Quintero (“**Quintero**”), and Massroots, Inc. (the “**Company**”). Quintero hereby agrees to serve as Chief Financial Officer of Massroots, Inc. for a period of one year, with automatic renewal every **January 10, 2018**, unless written notice is provided by the Company to Quintero 90 days before renewal.

The compensation will be paid monthly at the beginning of each month, at a rate of USD \$4,000.00. Unless otherwise directed by Quintero, all payments shall be issued in the name of JDE Development LLC and sent to:

JDE Development LLC
16860 SW 1st Street, Pembroke Pines, FL 33027.

In addition, the company will issue Quintero 250,000 shares of the Company common stock (trading symbol “MSRT”) which will vest over a period of one year from the date of this agreement. These shares will be issued in the name of Jesus M Quintero.

There will be no other fees or charges by Quintero to the Company other than pre-approved direct, third party reimbursements for costs, and pre-approved travel and related expenses.

Specific responsibilities of Quintero for the Company shall include:

1. Review and analysis of the historical accounting records
2. Implementation of appropriate internal financial controls
3. Interacting with the Company’s internal accounting staff
4. Liaison with the Company’s auditor and securities attorney regarding filing and reporting requirements
5. Preparation of financial statements including footnotes for 10Q and 10K reporting
6. Preparation of analysis of operations as may be required in regulatory filings
7. Preparation as may be required of forecasts and budgets.
8. Final review and signing of financial statements and regulatory filings
9. Maintaining the books and records and U.S. account(s) for the Company
10. Meeting with Company management and visits to the Company’s facilities as may be required.
11. Participation at investor meetings and conferences as may be required
12. Responding to phone calls from the financial community and investors

Quintero and the Company agree that the performance, compensation, and time commitment by Quintero shall be reviewed and agreed upon on an annual basis. Quintero shall be treated as a contract worker.

Quintero shall be entitled to reimbursement for appropriate business expenses, as well as travel and related expenses.

This CFO Services Agreement shall be in force until such time as a formal Employment Agreement is entered into by Quintero and the Company.

Either Quintero or the Company may terminate this Agreement provided they give ninety (90) days written notice of the termination. Upon termination by the Company, Quintero shall be entitled to recover from the Company, including, but not limited to, payment for all work performed through the date of termination.

In the event of any dispute between the parties arising out of or relating to this Agreement, said dispute shall be governed the laws of the State of Florida without reference to its conflict of law rules.

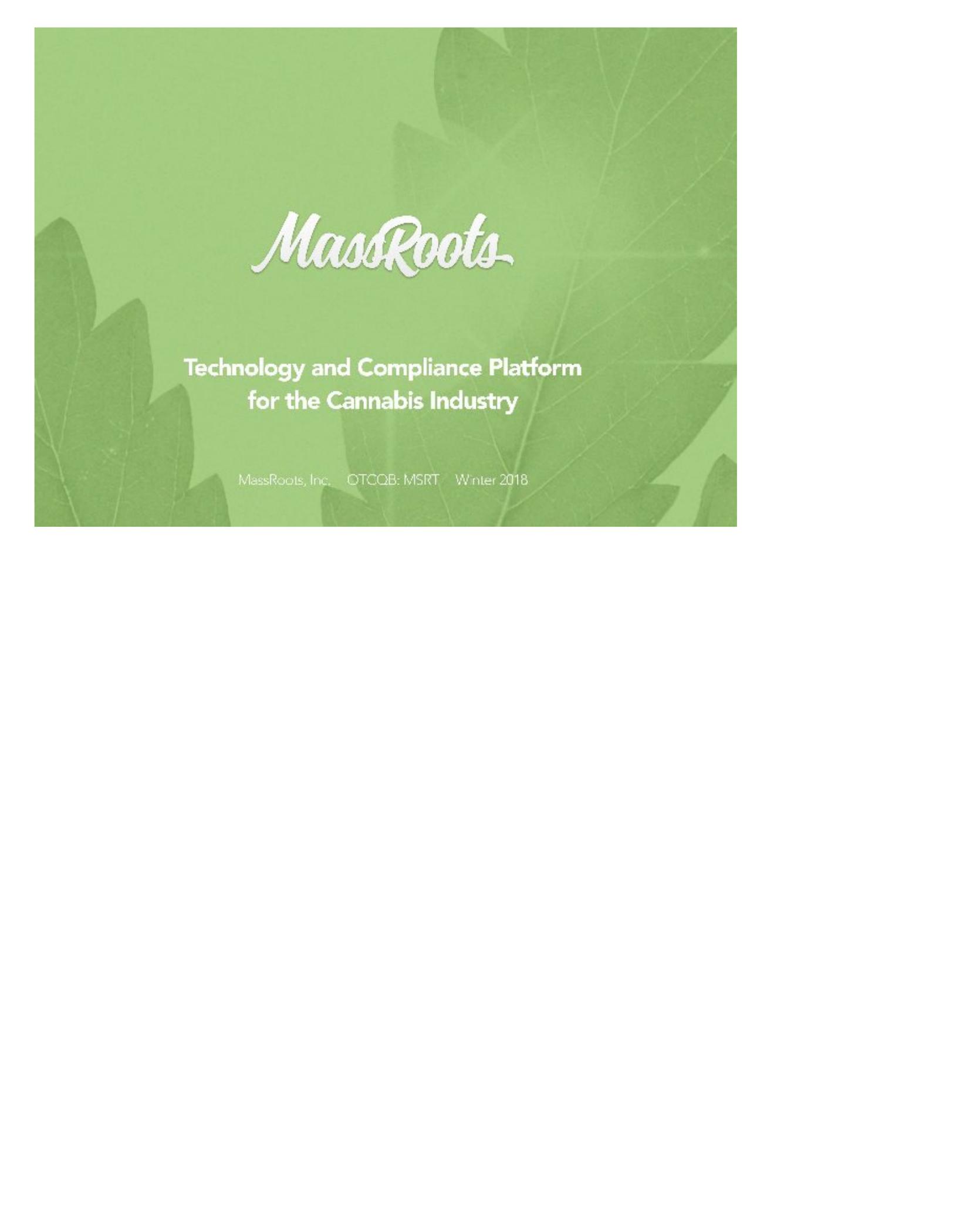
Agreed to:

Jesus M Quintero

Date

Isaac Dietrich,

Date

The background of the slide is a solid light green color with a subtle pattern of darker green leaves and stems, creating a natural, organic feel.

MassRoots

**Technology and Compliance Platform
for the Cannabis Industry**

MassRoots, Inc. OTCQB: MSRT Winter 2018

Safe Harbor & Disclaimer

This information does not constitute an offer to sell or a solicitation of an offer to buy securities or assets of MassRoots. All information presented herein with respect to the existing business and the historical operating results of MassRoots and estimates and projections as to future operations are based on materials prepared by the management of MassRoots and involve significant elements of subjective judgment and analysis which may or may not be correct. While the information provided herein is believed to be accurate and reliable, MassRoots makes no representations or warranties, expressed or implied, as to the accuracy or completeness of such information. In furnishing this information, MassRoots reserves the right to amend or replace some or all of the information herein at any time and undertakes no obligation to provide the recipient with access to any additional information. Nothing contained herein is or should be relied upon as a promise or representation as to the future.

This information includes certain statements, estimates and projections provided by MassRoots with respect to its anticipated future performance. Such statements, estimates and projections constitute forward-looking statements within the meaning of the federal securities laws. These forward-looking statements are subject to known and unknown risks, uncertainties and other factors, which may cause actual results to be materially different from those contemplated by the forward-looking statements. MassRoots undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise. The recipient of this information is cautioned not to place undue reliance on forward-looking statements. No representations or warranties are made as to the accuracy of such forward-looking statements or whether any of the projections included herein will be realized.

Blockchain-Based Solutions – Dec. 29, 2017



Formed MassRoots Blockchain Technologies, Inc., a wholly-owned subsidiary of MassRoots, Inc. dedicated to developing blockchain-based solutions for the cannabis industry

Blockchain has the potential to enable the cannabis industry to operate more efficiently and with a greater degree of accountability and transparency

Potential Applications: Seed-to-Sale Tracking, Eliminating Intermediaries, Corporate Governance, Identity Management, Smart Contracts

Our Main Focuses with Blockchain



Seed-To-Sale Traceability

Distributed ledger technology provides a greater degree of reliability and accuracy on the metadata associated with products -- times, dates, locations, quantities -- which have the potential to reduce friction in the cannabis market-place, save businesses valuable resources, and provide greater transparency to government regulators. According to Bloomberg, IBM is also exploring how blockchain can improve seed-to-sale traceability in the cannabis market. MassRoots blockchain is exploring how this new technology can improve its point-of-sale system, MassRoots Retail, formerly known as Odava.



Identity Management

Social networks such as MassRoots collect a significant amount of metadata on its users. Blockchain has the potential to streamline its collection and organization, while eliminating traditional security risks. This would enable advertisers to better target consumers, reduce the risk of security breaches, and enable the development of solutions that better serve the MassRoots community.



End to End Retail & Compliance for Cannabis Businesses



Compliance Reporting to
State Regulators
& Financial Institutions



Analytics
Combining Consumer
Sentiment with
Purchasing Data



Advertising Solutions
Integrated Directly Into
POS



Consumer Loyalty
Powered by Insights from
1M Cannabis Consumers

Consumer Application



- Has over 1,000,000 registered users concentrated in Colorado, California, and Oregon
- Facilitates hundreds of millions of interactions with data on virtually every product and dispensary in the industry
- Similar to Yelp for restaurant reviews and Amazon for product reviews, we believe the top 20% of consumers influences the purchasing decisions of the remaining 80% of the population
- Available on the App Store and Google Play
- Dispensary Finder service - 6,000 entries that catalogue all medical, recreational and delivery-based dispensaries in nine states

Our Business Model



We offer our software to businesses for a monthly fee, mostly on quarterly based contracts. Fees vary depending on whether the client subscribes to our compliance management, point-of-sale, advertising, or consumer loyalty packages.

\$500-2,000

AVERAGE BILLING FEE PER DISPENSARY PER MONTH



In California, thousands of businesses are in the process of revamping their operations to be in compliance with newly-implemented state regulations. Our goal is to have as many of these business processes utilizing the MassRoots platform as possible and establish our Company as a dominant player in the California cannabis market.

1,700

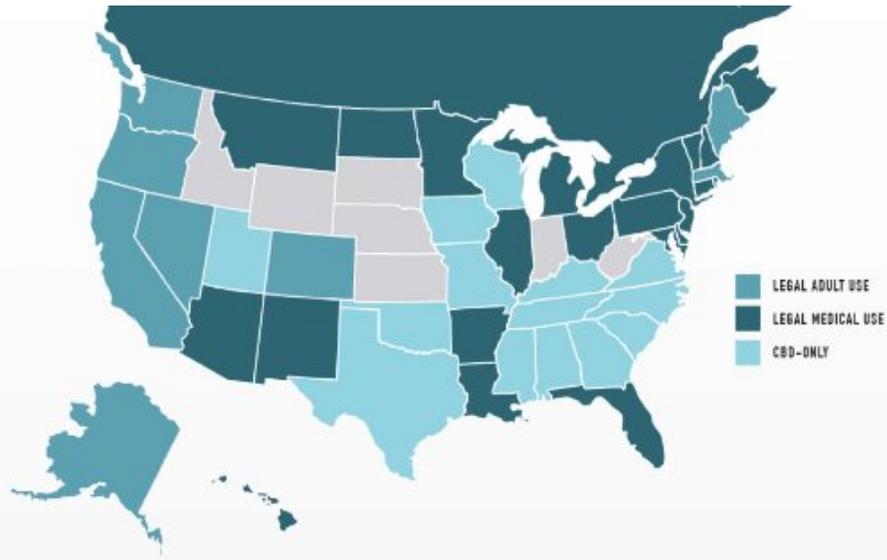
NUMBER OF LICENSED DISPENSARIES IN 2017



Between 2017-2019 over 1,500 new medical and recreational dispensaries are expected to open as California, Florida, Michigan, Ohio, Maryland, Pennsylvania, Massachusetts, Arkansas regulated markets come online.

2,800

NUMBER OF LICENSED DISPENSARIES IN 2019



Regulated Cannabis Markets are Growing Coast to Coast

We focus our product development and expansion efforts based on these new markets.

Management Team and Advisors



Mr. Isaac Dietrich

Chief Executive Officer

Mr. Dietrich is the Chairman and CEO of MassRoots since its inception. His passion is empowering the legalization movement through his work with the Marijuana Policy Project and National Cannabis Industry Association.



Mr. Jesus Quintero

Chief Financial Officer

Previously with PricewaterhouseCoopers and Deloitte & Touche. Mr. Quintero received a B.S. in Accounting from St. John's University and is a Certified Public Accountant.



Mr. Steven Markowitz

Advisor, Founder & CEO, MyPoints

Mr. Markowitz founded MyPoints.com in 1996 and scaled it to over \$100 million in annual revenue and a \$2.3 billion market capitalization. He enjoys working with entrepreneurs and helping them build world-changing products.

Strategic Partners



Sweet Leaf

Sweet Leaf is one of the nation's largest, most profitable retail dispensary brands.



High Times

One of the world's most respected cannabis media brands. MassRoots is a partial owner of High Times Holdings Corporation, Inc.



Aphria

The second largest Canadian Medical Marijuana Producer with a market capitalization of \$500 million.



Cresco Labs

One of the largest multi-state cannabis cultivators and processors with an industry-leading executive team.

The Power of the MassRoots Community

- Apple, Inc.'s App Store banned MassRoots in Nov. 2014 during a cannabis-related policy review.
- Over 10,000 of MassRoots' 180,000 users sent personal emails to Apple on how MassRoots has helped change their lives and empower legalization activists.
- The leading cannabis trade and investor organizations wrote a policy letter to Apple Chief Executive Officer Mr. Timothy Cook co-signed by dozens of cannabis business leaders.
- Apple re-admitted MassRoots to the App Store in Feb. 2015.

CNN



THE WALL STREET JOURNAL

FORTUNE

THE DENVER POST

BuzzFeed

THE
HUFFINGTON
POST

San Francisco Chronicle

Summary

According to ArcView Market Research, the U.S. cannabis market was \$5.7 billion in 2015 and reached \$6.7 billion at the end of 2016. By 2020 the market is estimated to reach over \$23 billion with a compound annual growth rate of 32%

Within 48 hours, more than 1,000,000 users – 450K Instagram followers – 500K Facebook followers – 100K Snapchat followers – 75 cannabis centric social media influencers with combined following of more than 5,000,000 people

Ability to scale to meet the demands of growing multi-billion market

Actively exploring how blockchain-based technologies can enable the cannabis industry to operate more efficiently.



MassRoots

Technology and Compliance Platform for the Cannabis Industry

Exchange	OTCQB
Ticker	MSRT
Headquarters	DENVER, CO
Employees	7
Year Founded	2013

Price (1/12/18)	\$0.64
Shares Outstanding	115M Shares
Market Capitalization	73.6M
Public Float	70 M Shares
Shareholders	25,000+