

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

April 26, 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 17<sup>th</sup> 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 7.01 Regulation FD Disclosure.**

On April 23, 2018, MassRoots, Inc. (the “Company”) mailed an investor update to its stockholders. A copy of the investor update is attached hereto as Exhibit 99.1.

**Item 8.01 Other Events.**

On April 17, 2018, the Company issued its 2018 Annual Shareholder Letter. A copy of such letter is attached hereto as Exhibit 99.2.

The information set forth in this Current Report on Form 8-K, including without limitation the investor update and 2018 Annual Shareholder Letter, is not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that Section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, as amended, or the Exchange Act, regardless of any general incorporation language in such filing, except as shall be expressly set forth by specific reference in such a filing. This Current Report on Form 8-K (including the exhibit hereto) will not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

**Forward-Looking Statements**

The Company cautions you that statements included in this Current Report on Form 8-K that are not a description of historical facts are forward-looking statements. In some cases, you can identify forward-looking statements by terms such as “may,” “will,” “should,” “expect,” “plan,” “anticipate,” “could,” “intend,” “target,” “project,” “contemplates,” “believes,” “estimates,” “predicts,” “potential” or “continue” or the negatives of these terms or other similar expressions. These statements are based on current expectations, estimates and projections about our business based in part on assumptions made by management. These statements are not guarantees of future performance and involve risks, uncertainties and assumptions that are difficult to predict. Therefore, actual outcomes and results may, and are likely to, differ materially from what is expressed or forecasted in the forward-looking statements due to numerous factors, including those set forth our periodic reports filed with the Securities and Exchange Commission. You are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof, and the Company undertakes no obligation to revise or update this report to reflect events or circumstances after the date hereof. All forward-looking statements are qualified in their entirety by this cautionary statement. This caution is made under the safe harbor provisions of the Private Securities Litigation Reform Act of 1995.

**Item 9.01 Financial Statements and Exhibits.***(d) Exhibits.*

<b>Exhibit No.</b>	<b>Description of Exhibit</b>
99.1	<a href="#">Investor Update April 2018</a>
99.2	<a href="#">2018 Annual Shareholder Letter</a>

## 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: April 26, 2018

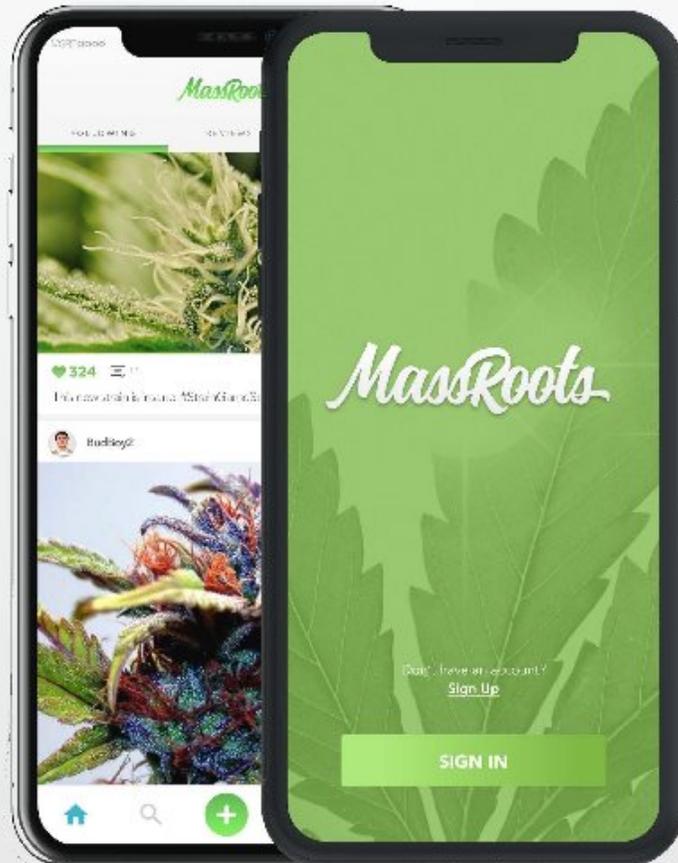
MassRoots, Inc.

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

APRIL 2018

# MassRoots

OTCQB:MSRT  
INVESTOR UPDATE





**MassRoots Blockchain Technologies, Inc.**

In December 2017, we formed MassRoots Blockchain Technologies, Inc. (“MassRoots Blockchain”), our wholly-owned subsidiary to explore how blockchain technology could be utilized in the cannabis industry.

Over the past several months, we have raised \$942,500 from investors to finance our blockchain exploration efforts in the form of a Subscription Agreement for our Initial Coin Offering, as amended on February 13, 2018 and filed as an exhibit to our Annual Report on Form 10-K filed on April 17, 2018. We have invested approximately \$250,000 of these proceeds in developing blockchain-powered features and will be using our platform to issue our development token, a digital instrument based on the ERC20 standard that will run on the Ethereum network. We are currently refining these instruments (ICO) (2018) or (ICO) (2019).

We plan to use digital instruments as a form of reward-based currency with the MassRoots platform to encourage high-quality reviews, including reviews of new products, as well as to encourage usage through and stimulating our platform's overall activity.

Initially, we intend to issue our digital platform, which include the MassRoots App and MassRoots Beta, provide a reward-based system and network incentives to provide a variety of incentives for our digital instruments. Users can earn digital instruments on the MassRoots platform by writing high-quality reviews of cannabis products and services and then may use said digital instruments to purchase products on the MassRoots App, to purchase products on the MassRoots Beta, or as a way for industry participants, including dispensaries, to pay for services rendered on the MassRoots network.

Although we initially intend for the digital instruments to be used in a closed-loop ecosystem, we believe that our digital instruments may one day be used by businesses in the cannabis industry, including dispensaries, as a means such as supplier companies. For example, local dispensaries in the cannabis industry may elect to join the MassRoots platform to develop customer loyalty programs to award our digital instruments for purchasing certain products or visiting certain dispensary locations. Users may then be able to use our digital instruments to purchase new cannabis products or services. In addition, businesses in the cannabis industry may issue our digital instruments to incentivize a range of actions by producers, consumers, and other industry participants, such as attendance at workshops and instructor workshops, in-brand associations of industry events.



**Other Potential Blockchain Applications**

Independent of our digital instruments, we are exploring how blockchain technology can be utilized for purposes including, but not limited to:



**Seed-to-Sale Traceability**

Distributed ledger technology provides a greater degree of reliability and accuracy on the metadata associated with products such as times, dates, locations and quantities of cultivation. From the potential to reduce fraud in the cannabis marketplace, one can increase valuable resources, and provide greater transparency to government regulators. According to an article published by the MIT Technology Review in November 2017, IBM is also exploring how blockchain can improve seed-to-sale traceability in the cannabis market. MassRoots Blockchain is exploring how this technology can improve its production system. MassRoots Beta

**Identity Management**

Several networks such as Identities collect a significant amount of metadata on its users. Blockchain has the potential to streamline the collection and organization of user data, while maintaining trust and security risks. This could result in users who better target campaigns, reduce their risk of security breaches, and enable the development of solutions that better serve the MassRoots community.



**Seed-to-Sale Traceability**

MassRoots Blockchain Technologies, Inc. (“MassRoots Blockchain”) is exploring how blockchain technology can be utilized for purposes including, but not limited to:

Seed-to-Sale Traceability: Distributed ledger technology provides a greater degree of reliability and accuracy on the metadata associated with products such as times, dates, locations and quantities of cultivation. From the potential to reduce fraud in the cannabis marketplace, one can increase valuable resources, and provide greater transparency to government regulators. According to an article published by the MIT Technology Review in November 2017, IBM is also exploring how blockchain can improve seed-to-sale traceability in the cannabis market. MassRoots Blockchain is exploring how this technology can improve its production system. MassRoots Beta

Identity Management: Several networks such as Identities collect a significant amount of metadata on its users. Blockchain has the potential to streamline the collection and organization of user data, while maintaining trust and security risks. This could result in users who better target campaigns, reduce their risk of security breaches, and enable the development of solutions that better serve the MassRoots community.



# THE MASSROOTS BUSINESS MODEL

We will generate primary revenue from dispensary listing fees. We charge no charge if companies a minimum of \$400 to \$1,000 per location per month with a 12 month minimum contract be listed on our database map and have access to its comprehensive database portal. We believe meeting this minimum will enable our business to generate positive cash flows on a monthly basis. According to market research estimates there are currently about 1,000 dispensaries located in the United States which is estimated to grow to 2,000 dispensaries over the next 10 months.

## Model Offers Direct Play on Industry Growth without Touching the Plant

When a state passes a medical or recreational cannabis law, MassRoots is able to start registering users and businesses in that state with minimal marginal cost. Because revenue that flows into the production or sale of cannabis, we do not have to build out grow operations, open retail stores, or have a significant physical presence in the state in order to operate our business. At the same time, MassRoots financial model is not tied to the success of a particular publicly traded or private public initiative. We believe we will have a significant percentage of all dispensary and traces on our platform, making MassRoots a play on the industry as a whole.

## Expansion of Business Model

We plan to introduce additional fees for users in a future period over the coming months when we expect to enable us to charge additional monthly fees to dispensaries. This includes a data portal which will enable dispensaries to see the data on products, prices, and key consumer data points on all local markets. We believe we will be present in to generate more revenue in the question for our list of higher fees and a growth in the number of paying clients.



PRESS



AN APP WITH HIGH EXPECTATIONS

Canada's largest... [text about app expectations]

... [text about app expectations]

Inc.

MASSROOTS BECOMES THE BIGGEST HIT IN THE MARIJUANA BUSINESS

MassRoots... [text about marijuana business]

... [text about marijuana business]

FORTUNE

APPLE'S BAN ON MARIJUANA SOCIAL NETWORKING APP GOES UP IN SMOKE

Apple's ban... [text about marijuana social networking app]

... [text about marijuana social networking app]

PARTNERS



Aphria Inc. is one of Canada's largest cannabis producers, processors, suppliers and sells medical cannabis. With a \$2.2 billion CAD market capitalization and more than \$700 million CAD in assets, Aphria is one of the most well-capitalized medical cannabis companies in the world. MassRoots has invested in Aphria since 2014. Aphria Inc. is a public company listed on the Toronto Stock Exchange (TSX) under the symbol APH.



CRESCO Labs is a shared dorm in Massachusetts and one of the largest producers of dispensary cannabis in Illinois and Pennsylvania. CRESCO is one of the most well-capitalized cannabis companies in the United States.



MassRoots has invested in CannaReg\$, a leading cannabis dispensary and cultivation company that operates dispensaries and cultivates cannabis in California, Colorado and regulations from municipal, county, state and federal sources. CannaReg\$ clients include the County of Los Angeles, Sonoma County and over a hundred of the best dispensary brands in the industry.



MassRoots has invested in High Times Holdings Corporation, the parent company of High Times Magazine, one of the most recognizable cannabis brands in the United States. High Times recently announced its plans to go public through a Regulation A+ offering.





OTCQB:MSRT  
INVESTOR UPDATE

APRIL 2018  
INVESTORS.MASSROOTS.COM

This investor update 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," "contingent," "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 here 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 current expectations or projections. Actual results to differ materially from those in the forward-looking statements and the trading price for our common stock may fluctuate significantly. Forward-looking statements also are affected by the risk factors described in the Company's filings with the U.S. Securities and Exchange Commission. 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.

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, potential partnerships with other businesses, the success of events that we are attending, and other information, is 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 undertake 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.

## MassRoots Issues 2018 Annual Shareholder Letter

*MassRoots aims to increase the number of dispensary clients through a revamped business portal and a rewards digital instrument*

DENVER, April 17, 2018 -- MassRoots, Inc. ("MassRoots" or the "Company") (OTCQB:MSRT), one of the leading technology platforms for the regulated cannabis industry, today announced it had released its 2018 Annual Shareholder Letter, available below.

Dear MassRoots Shareholders,

With key cannabis markets like California and Nevada experiencing record growth, now is an ideal time to provide you with an update on MassRoots' recent developments as well as our upcoming events and milestones. Throughout the coming weeks, we plan to:

- Increase our market share of dispensaries with our substantially upgraded business portal;
- Expand our strategic partnerships with leading industry brands; and
- Introduce a digital instrument to be issued by MassRoots Blockchain Technologies, Inc., a wholly-owned subsidiary of the Company, aimed at encouraging key behaviors within the MassRoots' platform, such as high-quality reviews of cannabis strains.

Management believes this digital instrument will incentivize user growth and stimulate the platform's overall activity. In addition, management believes that the digital instrument may also one day be used by businesses within the cannabis industry to, among other things, develop customer loyalty programs to award our digital instruments to consumers for purchasing certain products or reaching certain spending/order levels. More information on our digital instrument is available on [MassRootsBlockchain.com](http://MassRootsBlockchain.com) and the Company's Annual Report on Form 10-K for the year ended December 31, 2017 filed on April 17, 2018.

### **Recent MassRoots Updates and Upcoming Events**

- Introduced a restructured mobile application on Apple and Google devices which will serve as a solid foundation for new features and utilities, including our digital instrument.
- Successfully raised \$942,500 in convertible instruments assigned to MassRoots Blockchain Technologies, Inc.
- Received proceeds of approximately \$4.75 million from the sale of our common stock in the first quarter of 2018.
- Fully retired all outstanding debts convertible into common stock.
- Strengthened our Board of the Directors with the appointment of Graham Farrar, a seasoned software and California cannabis industry veteran.
- Anticipate introduction of our revamped dispensary portal as our primary revenue-generating product.

**New Dispensary Portal**

MassRoots' revamped dispensary portal is expected to enter private beta testing with several of the nation's top dispensaries in the coming weeks. Through this service, dispensaries are expected to have access to a wide-array of marketing channels, utilities, and analytics to better connect with the millions of cannabis consumers in regulated markets as well as access insightful data on their local audience. To request access to the private beta version of MassRoots' dispensary portal, please visit [business.massroots.com](http://business.massroots.com). More information is available by calling (720) 634-2444 or emailing [dispensaries@massroots.com](mailto:dispensaries@massroots.com).

Our near-term business objective is to have 1,000 dispensaries and ancillary businesses, such as vaporizer companies, paying us between \$420 to \$1,000 per month by the end of 2018, which we believe will enable our business to generate positive-cash flows on a monthly basis. ArcView Market Research estimates there are currently about 1,700 dispensary locations in the United States which is estimated to grow to 2,500 dispensaries over the next 18 months.

**Unified MassRoots Board and Leadership Team**

During the past several months, MassRoots has strengthened its leadership team with the appointment of Graham Farrar, a seasoned software and California cannabis industry veteran, to its Board of Directors and Jesus Quintero, CPA, previously of PricewaterhouseCoopers and Deloitte & Touch, as Chief Financial Officer.

The newly appointed members of the Company's Board of Directors and its management team are committed to building long-term, sustainable shareholder value and are unified in their support of the vision and plan outlined in this shareholder update.

**Strategic Partnerships**

We continue to partner with some of the leading companies in the cannabis industry. We are a shareholder of High Times Holdings Corporation, which recently announced its plans to become a public-traded company through a Regulation A+ offering. We are also a shareholder of CannaRegs, Inc., which continues to impressively scale its clientele and revenues in the California market. We are constantly evaluating opportunities to partner with best-in-class companies in the cannabis industry which we believe may further expand our footprint and create new revenue-generating channels for our business.

Regards,

/s/ Isaac Dietrich

Isaac Dietrich

Chairman & Chief Executive Officer

MassRoots, Inc.

**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](http://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. Actual results to differ materially from those in the forward-looking statements and the trading price for our common stock may fluctuate significantly. Forward-looking statements also are affected by the risk factors described in the Company's filings with the U.S. Securities and Exchange Commission. 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.

SOURCE: MassRoots, Inc.

Contact (For Press Only):

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Isaac@MassRoots.com