

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

FORM 8-K/A

CURRENT REPORT

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

June 15, 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.)

1624 Market Street, Suite 201, 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.

EXPLANATORY NOTE

This Amendment No. 1 on Form 8-K/A (“Form 8-K/A”) amends the Current Report on Form 8-K filed by MassRoots, Inc. (the “Company”) with the Securities and Exchange Commission (the “Commission”) on June 13, 2018 (the “Original Form 8-K”). The Original Form 8-K reported that the Company held its annual meeting of stockholders on June 8, 2018 (the “Annual Meeting”). At the Annual Meeting, the Company’s stockholders voted on Proposals 1, 3, 4, 5 and 6, each of which is described in more detail in the Original Form 8-K and the Company’s definitive proxy statement filed with the Commission on May 11, 2018 (the “Definitive Proxy Statement”). To allow additional time for stockholders to vote on Proposal 2, the Company adjourned the Annual Meeting with respect to such proposal until June 15, 2018.

This Form 8-K/A supplements the Original Form 8-K and provides the results of Proposal 2 and information with respect to the Company’s Second Amended and Restated Certificate of Incorporation. No other modification to the Original Form 8-K is being made by this Form 8-K/A. The information previously reported in or filed with the Original Form 8-K is hereby incorporated by reference into this Form 8-K/A.

Item 5.07 Submission of Matters to a Vote of Security Holders

On June 15, 2018, the Company reconvened its adjourned Annual Meeting for the purpose of holding a stockholder vote on Proposal 2. As of April 20, 2018, the record date, a total of 153,944,886 shares of common stock were issued and outstanding of which a quorum was represented in person or by valid proxies at the reconvened meeting. The final result for Proposal 2, as set forth in the Definitive Proxy Statement, is as follows:

Proposal 2. At the reconvened Annual Meeting, the stockholders approved the Company’s Second Amended and Restated Certificate of Incorporation (the “Certificate of Incorporation”). The result of the votes to approve the Certificate of Incorporation was as follows:

For	Against	Abstain	Broker Non-Vote
77,170,610	446,936	259,795	66,239,945

Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On June 18, 2018, the Company filed the Certificate of Incorporation with the Delaware Secretary of State. As set forth in more detail in the Definitive Proxy Statement, the Certificate of Incorporation, among other things, (i) increases the number of authorized common stock from 200,000,000 shares to 500,000,000 shares, (ii) authorizes 10,000,000 shares of “blank check preferred”, (iii) cancels the designation of Series A Preferred Stock and (iv) includes a forum selection clause.

The foregoing description of the Certificate of Incorporation is not complete and is qualified in its entirety by reference to the full text of the Certificate of Incorporation, a copy of which is filed as Exhibit 3.1, to this Current Report on Form 8-K/A and is incorporated by reference herein.

Item 7.01 Regulation FD Disclosure.

On June 19, 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/A. The information in this Current Report on Form 8-K/A 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/A 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

3.1 [Second Amended and Restated Certificate of Incorporation of MassRoots, Inc.](#)

99.1 [Press Release dated June 19, 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 19, 2018

MassRoots, Inc.

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

Delaware

The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE RESTATED CERTIFICATE OF "MASSROOTS, INC.", FILED IN THIS OFFICE ON THE EIGHTEENTH DAY OF JUNE, A.D. 2018, AT 9:46 O'CLOCK A.M.

A FILED COPY OF THIS CERTIFICATE HAS BEEN FORWARDED TO THE KENT COUNTY RECORDER OF DEEDS.



A handwritten signature in black ink, appearing to read "JBullock", is positioned above a horizontal line.

Jeffrey W. Bullock, Secretary of State

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SR# 20185202319

Authentication: 202911191
Date: 06-19-18

You may verify this certificate online at corp.delaware.gov/authver.shtml

State of Delaware
Secretary of State
Division of Corporations
Delivered 09:46 AM 06/18/2018
FILED 09:46 AM 06/18/2018
SR 20185202319 - File Number 5325528

**SECOND AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
MASSROOTS, INC.**

(Pursuant to Sections 242 and 245 of the General Corporation Law of the State of Delaware)

MassRoots, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "DGCL"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is MassRoots, Inc., and that this corporation was originally incorporated pursuant to the General Corporation Law on April 26, 2013, under the name MassRoots, Inc.

2. That the Board of Directors has duly adopted resolutions proposing to amend and restate the Amended and Restated Certificate of Incorporation, as amended, of this corporation, declaring said amendment and restatement to be advisable and in the best interests of this corporation and its stockholders, and authorizing the appropriate officers of this corporation to solicit the consent of the stockholders therefor, which resolution setting forth the proposed amendment and restatement is as follows:

RESOLVED, that the Amended and Restated Certificate of Incorporation, as amended, of this corporation be amended and restated in its entirety to read as follows:

FIRST: The name of the Corporation is MassRoots, inc. (the "Corporation").

SECOND: The address of the Corporation's registered office in the state of Delaware is A Registered Agent Inc., 8 The Green, Suite A, in the City of Dover, County of Kent, Delaware 19901. The name of its registered agent at such address is A Registered Agent Inc.

THIRD: The purpose of the Corporation is to engage in any lawful act or activity for which corporations may be organized under the Delaware General Corporation Law (the "DGCL").

FOURTH: The total number of shares of capital stock that the Corporation shall have authority to issue is 510,000,000 shares, consisting of 500,000,000 shares of common stock, par value \$0.001 per share (the "Common Stock"), and 10,000,000 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock").

4.1 Common Stock. A statement of the designations, powers, preferences, rights, qualifications, limitations and restrictions in respect to the shares of Common Stock is as follows:

(a) Dividends. The Board of Directors of the Corporation may cause dividends to be paid to the holders of shares of Common Stock out of funds legally available for the payment of dividends by declaring an amount per share as a dividend. When and as dividends are declared on the Common Stock, whether payable in cash, in property or in shares of stock or other securities of the Corporation, the holders of Common Stock shall be entitled to share ratably according to the number of shares of Common Stock held by them, in such dividends.

(b) Liquidation Rights. Subject to the terms of any resolution or resolutions adopted by the Board of Directors pursuant to Section 4.2 of this ARTICLE FOURTH, in the event of any voluntary or involuntary liquidation, dissolution or winding up of the affairs of the Corporation, the holders of Common Stock shall be entitled to share ratably, according to the number of shares of Common Stock held by them, in all remaining assets of the Corporation available for distribution to its stockholders.

(c) Voting Rights. Except as otherwise provided in this Amended and Restated Certificate of Incorporation or required by applicable law, the holders of Common Stock shall be entitled to vote on each matter on which the stockholders of the Corporation shall be entitled to vote, and each holder of Common Stock shall be entitled to one vote for each share of such stock held by him. Notwithstanding the foregoing, except as otherwise required by law, holders of Common Stock shall not be entitled to vote on any amendment to this Amended and Restated Certificate of Incorporation (including any resolution adopted pursuant to Section 4.2 of this ARTICLE FOURTH relating to any series of Preferred Stock) that relates solely to the terms of one or more outstanding series of Preferred Stock if the holders of such affected series are entitled, either separately or together as a class with the holders of one or more other such series, to vote thereon pursuant to this Amended and Restated Certificate of Incorporation (including any resolution adopted pursuant to Section 4.2 of this ARTICLE FOURTH relating to any series of Preferred Stock).

4.2 Preferred Stock. The Board of Directors is authorized, subject to any limitation prescribed by law, to adopt one or more resolutions to provide for the issuance of the shares of Preferred Stock in one or more series, and by filing a certificate pursuant to applicable Delaware law to establish from time to time the number of shares to be included in each such series, and to fix the designation, powers, preferences and rights of the shares of each such series and the qualifications, limitations or restrictions thereof. The number of authorized shares of Preferred Stock may be increased or decreased (but not below the number of shares thereof then outstanding) by the affirmative vote of the holders of a majority of the voting power of all of the then-outstanding shares of capital stock of the Corporation entitled to vote thereon, irrespective of the provisions of Section 242(b)(2) of the DGCL and without a vote of the holders of the Preferred Stock, or of any series thereof, unless a vote of any such holders is required pursuant to the terms of any resolution adopted pursuant to this Section 4.2.

The authority of the Board of Directors with respect to each series shall include, but not be limited to, determination of the following:

- (a) The number of shares constituting the series and the distinctive designation of the series;
- (b) The dividend rate (or the method of calculation of dividends) on the shares of the series, whether dividends will be cumulative, and if so, from which date or dates, and the relative rights of priority, if any, of payment of dividends on shares of the series;
- (c) Whether the series shall have voting rights, in addition to the voting rights required by law, and if so, the terms of such voting rights;
- (d) Whether the series shall have conversion rights, and, if so, the terms and conditions of such conversion, including provision for adjustment of the conversion rate in such events as the Board of Directors shall determine;
- (e) Whether or not the shares of that series shall be redeemable or exchangeable, and, if so, the terms and conditions of such redemption or exchange, as the case may be, including the date or dates upon or after which they shall be redeemable or exchangeable, as the case may be, and the amount per share payable in case of redemption, which amount may vary under different conditions and at different redemption dates;
- (f) Whether the series shall have a sinking fund for the redemption or purchase of shares of that series, and if so, the terms and amount of such sinking fund;
- (g) The rights of the shares of the series in the event of voluntary or involuntary liquidation, dissolution or winding up of the Corporation, and the relative rights or priority, if any, of payment of shares of the series; and
- (h) Any other relative rights, preferences, powers and limitations of that series.

Except for any difference so provided by the Board of Directors, the shares of Preferred Stock will rank on parity with respect to the payment of dividends and to the distribution of assets upon liquidation.

FIFTH: A director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the DGCL, or (iv) for any transaction from which the director derived an improper personal benefit. If the DGCL is amended to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL, as so amended. Any repeal or modification of this paragraph shall not adversely affect any right or protection of a director of the Corporation existing at the time of such repeal or modification.

SIXTH: The Corporation reserves the right to repeal, alter or amend this Certificate of Incorporation in the manner now or hereafter prescribed by statute.

SEVENTH: Unless the Corporation consents in writing to the selection of an alternative forum, to the fullest extent permitted by law, all Internal Corporate Claims (as defined herein) shall be brought solely and exclusively in the Court of Chancery of the State of Delaware (or, if such court does not have jurisdiction, the Superior Court of the State of Delaware, or, if such other court does not have jurisdiction, the United States District Court for the District of Delaware). "Internal Corporate Claims" means claims, including claims in the right of the Corporation, brought by a stockholder (including a beneficial owner) (i) that are based upon a violation of a duty by a current or former director or officer or stockholder in such capacity or (ii) as to which the DGCL confers jurisdiction upon the Court of Chancery of the State of Delaware.

IN WITNESS WHEREOF, I have signed this Amended and Restated Certificate of Incorporation this 18th day of June, 2018.

/s/ Isaac Dietrich

Isaac Dietrich, CEO

All Proposals Passed at MassRoots' 2018 Annual Meeting of Stockholders

DENVER, June 19, 2018 - MassRoots, Inc. ("MassRoots" or the "Company") (OTCQB:MSRT), a leading technology platform for the regulated cannabis industry, announced the final results of its 2018 annual meeting of stockholders, including results from its reconvened meeting held on June 15, 2018 with respect to the proposal to approve the Company's Second Amended and Restated Certificate of Incorporation.

As previously noted in a press release dated June 13, 2018, the Company's director nominees were all re-elected to the Company's board 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. On June 15, 2018, the Company reconvened its annual meeting with respect to the proposal to approve the Company's Second Amended and Restated Certificate of Incorporation. On June 15, 2018, the majority of the outstanding voting capital of the Company approved the Company's Second Amended and Restated Certificate of Incorporation.

For more information and complete results of the Company's 2018 annual meeting, please refer to MassRoots' amended Current Report on Form 8-K/A filed with the U.S. Securities and Exchange Commission on June 19, 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.
