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

KYTE CECIL BOND
2420 17TH STREET, OFFICE 3118
DENVER, CO 80202

2. Issuer Name and Ticker or Trading Symbol

MassRoots, Inc. [ MSRT ]

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

2/1/2018

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Execution Date</th>
<th>Amount of Securities Acquired or Disposed of</th>
<th>Ownership Form</th>
<th>Nature of Indirect Beneficial Ownership</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock</td>
<td>2/1/2018</td>
<td>V</td>
<td>750000</td>
<td>A</td>
<td>D</td>
<td>V</td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivative Security</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Trans. Code</th>
<th>Deemed Exercisable Date, if any</th>
<th>Date Exercisable and Expiration Date</th>
<th>Title of Securities Underlying Derivative Security</th>
<th>Price of Derivative Security</th>
<th>Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Option to purchase common stock</td>
<td>50.40</td>
<td>2/1/2018</td>
<td>J</td>
<td>750000</td>
<td>2/1/2018</td>
<td>Common Stock</td>
<td>750000</td>
<td>2/1/2028</td>
<td>X</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) The Issuer issued the Reporting Person 750,000 shares of common stock for services rendered as a member of the Board of Directors of the Issuer.

(2) The Issuer issued the Reporting Person a ten-year option to purchase up to 750,000 shares of common stock at an exercise price of $0.40 per share for services rendered as a member of the Board of Directors of the Issuer.

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.

Signature

/s/ Cecil Kyte

Date: 2/5/2018

**Signature of Reporting Person