

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

February 26, 2018 (February 21, 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.)

2420 17th Street, Office 3118, 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 February 21, 2018, Nathan Shelton resigned as a member of the Board of Directors (the “Board”) of MassRoots, Inc. (the “Company”) and well as a member of the Audit, Compensation and Nominating and Corporate Governance Committees (collectively, the “Committees”). Mr. Shelton’s resignation was not the result of any disagreement with the Company, any matter related to the Company’s operations, policies or practices, the Company’s management or the Board.

Effective February 21, 2018, the Board appointed Graham Farrar as a member of the Board and as a member of the Committees to fill the vacancies created upon the resignation of Mr. Shelton. Mr. Farrar is deemed an “independent” director as such term is defined by the rules of The Nasdaq Stock Market LLC. There are no family relationships between Mr. Farrar and any of our other officers and directors. Mr. Farrar was granted (i) 250,000 shares of the Company’s common stock (the “Shares”) and (ii) an option to purchase up to 250,000 shares of the Company’s common stock at an exercise price equal to \$0.36 per share (the “Option”). The Shares and Option vested in full as of February 21, 2018.

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

Graham Farrar, 40, has served as the owner and founder of Elite Garden Wholesale, a business which provides supplies for the growth of hydroponic crops, since January 2016. In addition, since April 2016, Mr. Farrar has also served as the President of G&H Supply Company which is a licensed commercial cannabis grower. From March 2014 until October 2015, Mr. Farrar served as Chief Product Officer of iStoryTime Inc, and from April 2008 until March 2014 he served as the founder and owner of zukka, a company which published the iStoryTime library of narrated and interactive children’s books for iPhones, iPads, Kindles and Nooks. In addition, Mr. Farrar has served in various other capacities including, but not limited to: Senior Account Executive for Network Hardware Resale; Manager, World Wide Customer Support and Senior Manager Quality Assurance for Sonos Inc.; and Senior Manager Partner Sales Engineers and Manager, World Wide Technical Sales for Openwave Systems (previously Software.com). Furthermore, Mr. Farrar has served as Chair of Education Outreach Committee and a member of the board of Santa Barbara Bowl Foundation since January 2011 and August 2004, respectively. In addition, from January 2001 until May 2010, Mr. Farrar served as a member of the board of Heal the Ocean and from January 2000 until March 2007 he served as a member of the board of Seacology. Mr. Farrar is qualified to serve as a member of the Company’s Board because of his experience in the cannabis industry as well as his experience serving a member of the board of various organizations.

Item 8.01 Other Events.

On February 26, 2018, the Company issued a press release regarding Graham Farrar’s appointment as a member of the Board of the Company. A copy of the press release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description of Exhibit</u>
99.1	Press Release dated February 26, 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: February 26, 2018

MassRoots, Inc.

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

MassRoots Appoints Glass House Farms Founder Graham Farrar to Board of Directors

DENVER, February 26, 2018 -- MassRoots, Inc. ("MassRoots" or the "Company") (OTCQB :MSRT), one of the leading technology platforms for the regulated cannabis industry, today announced it appointed Mr. Graham Farrar, Founder and Owner of Mission Health Associates (d.b.a. Glass House Farms), to its Board of Directors on February 21, 2018. Prior to entering the cannabis industry, Mr. Farrar was an original member of Software.com (now OpenWave Systems), helping scale the business from a start-up through its initial public offering and listing on Nasdaq in 1999.

Mr. Farrar has held key product development positions at Sonos, a leading home audio product, and iStoryTime, a media app company focused on children's books. Mr. Farrar is Founder and Partner at Elite Garden Wholesale, a supplier of cannabis production equipment, and Chief Executive Officer of Glass House Farms, a leading cannabis production company in California.

"I'm excited to apply my experience in both developing great software products and building a leading California cannabis producer to the MassRoots platform," stated MassRoots Director, Graham Farrar. "With the proper execution, I believe MassRoots has the potential to be a pre-eminent platform for cannabis consumers and businesses. I look forward to helping drive the Company's growth going forward."

"We're thrilled to welcome Graham Farrar to MassRoots' Board of Directors and believe the caliber of his relevant experience will be a valuable addition to our team," stated MassRoots Founder and Chief Executive Officer Mr. Isaac Dietrich. "This appointment also adds an important voice that's been missing from our Boardroom – that of an influential California cannabis producer. The feedback from this community will be instrumental in helping develop new features that address the needs of California businesses as we continue to grow our market-share."

Mr. Farrar is the successor to Mr. Nathan Shelton, who resigned from the Company's Board of Directors on February 21, 2018.

"It's been a privilege to serve MassRoots' shareholders over the past several months as we recapitalized the Company with \$4.75 million in equity offerings, installed a seasoned management team led by its founder, and put MassRoots in a prime position to benefit from numerous cannabis markets coming online," stated outgoing MassRoots Director Nathan Shelton. "At the ripe age of 79, I'm excited to spend more time with my family and know I am leaving MassRoots and its shareholders in good hands."

For more information, please refer to the Company's Current Report on Form 8-K filed with the U.S. Securities and Exchange Commission on February 26, 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](https://www.massroots.com/investors) and review MassRoots's 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.