FORM 4

[ X ] Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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

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
   Keber Vincent
   4990 OAKLAND STREET
   DENVER, CO 80239

2. Issuer Name and Ticker or Trading Symbol
   MassRoots, Inc. [ MSRT ]

3. Date of Earliest Transaction (MM/DD/YYYY)
   12/12/2017

4. If Amendment, Date Original Filed (MM/DD/YYYY)

5. Relationship of Reporting Person(s) to Issuer
   __X__ Director
   _____ 10% Owner
   _____ Officer (give title below)
   _____ Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)
   _X_ Form filed by One Reporting Person
   ___ Form filed by More than One Reporting Person

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

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Common Stock, par value $0.001</td>
<td>12/12/2017</td>
<td>J</td>
<td>500000</td>
<td>D</td>
<td>250000</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

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

<table>
<thead>
<tr>
<th>Title of Derivate Security (Instr. 3)</th>
<th>Conversion or Exercise Price of Derivative Security</th>
<th>Trans. Date</th>
<th>Deemed Execution Date, if any</th>
<th>Trans. Code (Instr. 8)</th>
<th>Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Date Exercisable</th>
<th>Expiration Date</th>
<th>Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)</th>
<th>Price of Derivative Security (Instr. 5)</th>
<th>Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)</th>
<th>Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Warrant (1)</td>
<td>$.20</td>
<td>12/12/2017</td>
<td>A</td>
<td>150000</td>
<td>12/12/2017</td>
<td>12/12/2022</td>
<td>Common Stock, par value $0.001</td>
<td>150000</td>
<td>(1)</td>
<td>150000</td>
<td>D</td>
<td>(1)</td>
</tr>
</tbody>
</table>

Explanation of Responses:

(1) In connection with Mr. Keber's resignation as a member of the Company's Board of Directors, he forfeited 500,000 shares of the Company's Common Stock, issued July 26, 2017 (as reported on Mr. Keber's Form 4 filed July 28, 2017). In return, the Company has issued a Warrant to Mr. Keber, for the purchase of up to 1,500,000 shares of the Company's Common Stock at $0.20 per share.

Reporting Owners

Reporting Owner Name / Address
Keber Vincent
4990 OAKLAND STREET
DENVER, CO 80239

Relationships
X

Signatures
/s/ Vincent Keber 1/2/2018

**Signature of Reporting Person**

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.