

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

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

1. Name and Address of Reporting Person* <u>Kozko Dmitry</u>			2. Issuer Name and Ticker or Trading Symbol <u>Motorsport Games Inc. [ MSGM ]</u>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <u>06/18/2021</u>			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person		
C/O MOTORSPORT GAMES INC. 5972 NE 4TH AVENUE			4. If Amendment, Date of Original Filed (Month/Day/Year)					
(Street) <u>MIAMI FL 33137</u>								
(City) (State) (Zip)								

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (right to buy)	\$20	06/18/2021		A		150,000 <sup>(1)</sup>		(1)	06/18/2031	Class A Common Stock	150,000	\$0	150,000	D	
Stock Option (right to buy)	\$23.86	06/18/2021		A		44,577 <sup>(2)</sup>		(2)	06/18/2031	Class A Common Stock	44,577	\$0	44,577	D	

Explanation of Responses:

- Represents stock options awarded to the reporting person under the Motorsport Games Inc. 2021 Equity Incentive Plan (the "Plan"), which will vest in three equal annual installments, with the first installment vesting on June 18, 2022.
- Represents stock options awarded to the reporting person outside of the Plan, which will vest in three equal annual installments, with the first installment vesting on June 18, 2022. This award was previously approved by the compensation committee of the Company's board of directors, the Company's board of directors and the Company's stockholder as part of the approval of the reporting person's employment agreement with Motorsport Games Inc. and compensation arrangements and the awards set forth in such employment agreement. The issuance of the options pursuant to this award was subject to satisfaction of certain conditions precedent set forth in such employment agreement. The options pursuant to this award are issued to the reporting person because such conditions precedent have been satisfied.

/s/ Dmitry Kozko 06/21/2021  
 \*\* Signature of Reporting Person Date

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).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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 Number.