

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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

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

(Print or Type Responses)

1. Name and Address of Reporting Person* Keller Rodney C. Jr.		2. Issuer Name and Ticker or Trading Symbol AYRO, Inc. [AYRO]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chief Executive Officer	
(Last) (First) (Middle) 900 E. OLD SETTLERS BOULEVARD, SUITE 100		3. Date of Earliest Transaction (Month/Day/Year) 05/28/2020			
(Street) ROUND ROCK, TX 78664		4. If Amendment, Date Original Filed(Month/Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	
(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)			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (Right to Buy)	\$ 2.45	05/28/2020		A		272,680 (1)	(2)	11/13/2027	Common Stock	272,680 (3)	(1)	272,680	D	
Stock Option (Right to Buy)	\$ 2.45	05/28/2020		A		20,450 (4)	(5)	11/13/2027	Common Stock	20,450 (3)	(4)	20,450	D	
Stock Option (Right to Buy)	\$ 2.45	05/28/2020		A		10,906 (6)	(5)	12/01/2027	Common Stock	10,906 (3)	(6)	10,906	D	
Stock Option (Right to Buy)	\$ 2.45	05/28/2020		A		20,450 (4)	(5)	11/13/2028	Common Stock	20,450 (3)	(4)	20,450	D	
Stock Option (Right to Buy)	\$ 3.5	05/28/2020		A		95,438 (7)	(8)	03/31/2029	Common Stock	95,438 (3)	(7)	95,438	D	
Stock Option (Right to Buy)	\$ 4.05	05/28/2020		A		20,450 (9)	(10)	10/14/2029	Common Stock	20,450 (3)	(9)	20,450	D	

Reporting Owners

Relationships

Reporting Owner Name / Address	Director	10% Owner	Officer	Other
Keller Rodney C. Jr. 900 E. OLD SETTLERS BOULEVARD, SUITE 100 ROUND ROCK, TX 78664	X		Chief Executive Officer	

Signatures

/s/ Rodney C. Keller, Jr.		06/01/2020
<small>Signature of Reporting Person</small>		<small>Date</small>

Explanation of Responses:

* 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).

- On May 28, 2020, the reporting person received these options to acquire shares of the Issuer's Common Stock upon the conversion pursuant to its terms of a stock option to acquire 1,000,000 shares of common stock of a private company formerly known as "ARYO, Inc." (the "Former Entity") at an exercise price of \$0.67 per share in connection with the merger of the Former Entity with and into a wholly owned subsidiary of the Issuer (the "Merger").
- (1) 1,000,000 shares of common stock of a private company formerly known as "ARYO, Inc." (the "Former Entity") at an exercise price of \$0.67 per share in connection with the merger of the Former Entity with and into a wholly owned subsidiary of the Issuer (the "Merger").
 - (2) Reflects an option grant that was made to the reporting person on 11/13/2017. The shares underlying this stock option vest according to the following schedule: one-sixth of the shares underlying the stock option will vest and become exercisable in six equal semi-annual installments on each six-month anniversary of the date of grant.
On May 28, 2020, the Issuer effected a 1-for-10 reverse stock split of its common stock (the "Reverse Stock Split") in connection with the Merger and immediately thereafter effected a 1-for-1 stock dividend (the "Stock Dividend"). The amount of securities reported on this Form 4 have been adjusted to reflect the Reverse Stock Split and Stock Dividend on a post-split and post-stock dividend basis.
 - (3) for-1 stock dividend (the "Stock Dividend"). The amount of securities reported on this Form 4 have been adjusted to reflect the Reverse Stock Split and Stock Dividend on a post-split and post-stock dividend basis.
 - (4) Received in connection with the Merger upon the conversion pursuant to its terms of a stock option to acquire 75,000 shares of common stock of the Former Entity at an exercise price of \$0.67 per share.
 - (5) These options are fully vested and exercisable.
 - (6) Received in connection with the Merger upon the conversion pursuant to its terms of a stock option to acquire 40,000 shares of common stock of the Former Entity at an exercise price of \$0.67 per share.
 - (7) Received in connection with the Merger upon the conversion pursuant to its terms of a stock option to acquire 350,000 shares of common stock of the Former Entity at an exercise price of \$0.95 per share.
 - (8) Reflects an option grant that was made to the reporting person on 03/31/2019. The shares underlying this stock option vest according to the following schedule: one-sixth of the shares underlying the stock option will vest and become exercisable in six equal semi-annual installments on each six-month anniversary of the date of grant.
 - (9) Received in connection with the Merger upon the conversion pursuant to its terms of a stock option to acquire 75,000 shares of common stock of the Former Entity at an exercise price of \$1.10 per share.
 - (10) Reflects an option grant that was made to the reporting person on 10/14/2019. The shares underlying this stock option vest according to the following schedule: one-fourth of the shares underlying the stock option will vest and become exercisable in four equal quarterly installments on each three-month anniversary of 11/13/2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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