

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)	3. Date of Earliest Transaction (Month/Day/Year) 09/29/2020		
900 E. OLD SETTLERS BOULEVARD, SUITE 100			4. If Amendment, Date Original Filed(Month/Day/Year) 09/29/2020		
(Street)			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		
ROUND ROCK, TX 78664			4. If Amendment, Date Original Filed(Month/Day/Year) 09/29/2020		
(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			
Common Stock	09/29/2020		A		651,250 <u>(1)</u>	A	\$ 0	651,250	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	(A)	(D)	Date Exercisable	Expiration Date						Title
Stock Option (Right to Buy)	\$ 3.17	09/29/2020		A		459,468		<u>(2)</u>	09/29/2030	Common Stock	459,468	\$ 0	459,468	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	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.		12/15/2020
<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).

The reporting person's original Form 4 indicated that these shares shall vest in one-third installments, subject to satisfaction of certain performance milestones and assumptions, as described in the reporting person's amended and restated employment agreement, as amended on September 29, 2020, and the restricted stock award agreement for the grant. On December 11, 2020,

(1) the issuer and the reporting person mutually agreed to amend the vesting terms of these shares as follows: one-third of the shares will vest on May 28, 2021 and an additional one-third of the shares will vest on December 4, 2021 and December 4, 2022, respectively, provided that the reporting person has remained employed by or is providing services to the issuer through the applicable vesting date.

The reporting person's original Form 4 indicated that the shares underlying this stock option vest accordingly: one-third of the optioned shares shall vest on the first anniversary of the grant date (the "Initial Vesting Date"), and the remaining optioned shares shall vest in 24 substantially equal monthly installments on each of the next 24 monthly anniversaries of the Initial

(2) Vesting Date. On 12/11/2020, the issuer and the reporting person mutually agreed to amend the vesting terms of the shares underlying this stock option as follows: one-third of the optioned shares shall be fully vested, retroactively effective as of 12/4/2020, and an additional one-third of the optioned shares will vest on 12/4/2021 and 12/4/2022, respectively, provided that the reporting person has remained employed by or is providing services to the issuer through the applicable vesting date.

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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