## FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

#### 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

C. Jr.	(State)	(Middle) RD,, SUITE	AYRO, 3. Date of 06/23/20 4. If Ameri 2A. Dee Execution	Inc. Fearlie 021 Indmer	[AY	ransaction ate Origina	(Mont	h/Day/	Year)		6. Ind	Director Officer (give	(Check	Other According Other Check Person	e) Owner (specify belo	
EETTLE CK, TX 7	(Street) 78664 (State)	(Middle) RD,, SUITE (Cip)  2. Transaction Date	3. Date of 06/23/20 4. If Americany	Earlie 021 ndmer med on Dat	est T	ransaction ate Origina Table I - N	al Filed		ŕ		6. Ind _X_ Fo	Officer (give	Chief E	Other According Other Check Person	(specify belo	
y	78664 (State)	(Zip) 2. Transaction Date	2A. Dee Execution	med on Dat		Table I - I		(Month/	Day/Year)		_X_ Fo	m filed by 0		Person	Applicable Li	ne)
y	(State)	2. Transaction Date	Execution any	on Dat			Non-D					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
		2. Transaction Date	Execution any	on Dat			Non-D			٠. ،			c D (	* : 11 0	1	
		Date	Execution any	on Dat	e if										6.	7. Nature
ek			(	Execution Date, if		Code (Instr. 8)	(A) o	A) or Disposed of (D) nstr. 3, 4 and 5)		Ownership Form: Direct (D)						
k					,	Code	V	Amo	(A) or unt (D)	Price					or Indirect I) Instr. 4)	
		06/23/2021				M		70,0 (4)	00 A	\$ 2.45 (4)	504,	167			)	
k		06/23/2021				S		70,0 (1)	D	\$ 5 (2)	434,	167		1	)	
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2.45	06/23/2021		М		,	70,000	(6)	1	1/13/20	, ,		70,000	\$ 0	52,611	D	
2.45	06/24/2021		М			14,070	(6)	1	1/13/20	) / /		14,070	\$ 0	38,541	D	
ri t	k  on a sepa  version I  ixercise ( e of ivative arity)  2.45	k  on a separate line for each of the separate line for each of th	k 06/24/2021  In on a separate line for each class of securities between the company of the comp	k 06/24/2021  on a separate line for each class of securities beneficially  Table II - Derivative (e.g., put  3. Transaction Date (Month/Day/Year) (ivative arity)  3A. Deemed Execution Date, if any (Month/Day/Year) (ivative arity)  Code  Code  2.45 06/23/2021  M  M  2.45 06/24/2021	k 06/24/2021  on a separate line for each class of securities beneficially own  Table II - Derivative Sec (e.g., puts, call  any (Month/Day/Year)  ivative arity  3. Transaction Date Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  Code (Instr. 8)  Code V  2.45  06/23/2021  M	the description of the contraction of the contracti	Table II - Derivative Securities Acquir (e.g., puts, calls, warrants, o)  Normalizer (Month/Day/Year)  Normalizer (Month/Day/Year)	A cuired (Month/Day/Year)  S a curities beneficially owned directly or indirect  Table II - Derivative Securities Acquired, Di (e.g., puts, calls, warrants, options, any (Month/Day/Year)  (Month/Day/Year)  S a curities Acquired, Di (e.g., puts, calls, warrants, options, any (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  S a Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)  Code V (A) (D)  Date Exercis  Code V (A) (D)	k 06/24/2021 S 14,0  (1)  on a separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed (e.g., puts, calls, warrants, options, conversion Date (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) 3A. Deemed Execution Date any (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Dode of (D) (Instr. 8) (Dode of (D) (Instr. 3, 4, and 5) (Dode of (D) (Instr. 3, 4, and 5	k 06/24/2021 S 14,070 D  on a separate line for each class of securities beneficially owned directly or indirectly.  Persons who respons in this form are not a currently valid Of the securities and service of each (Month/Day/Year)  3. Transaction Date Execution Date, if code (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  (Month/Day/Year) (Month/Day/Year)  Code (Instr. 8) (Month/Day/Year)  Code (V (A) (D)  Date Expiration Date (Month/Day/Year)  Code (V (A) (D)  Date Expiration Date (Month/Day/Year)  Code (D) (Instr. 3, 4, and 5)  Date Expiration Date (Month/Day/Year)  Code (V (A) (D)  Date Expiration Date (Month/Day/Year)  Code (D) (Instr. 3, 4, and 5)	k 06/24/2021 M 14,070 A 5.2.45   k 06/24/2021 S 14,070 D 5.021    Table II - Derivative Securities Acquired, Disposed of, or Beneficially oversion of Date (Month/Day/Year) (Mon	k	k 06/24/2021 S 14,070 D S 1434,167  on a separate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned cortrol number.  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)  3. Transaction Obate (e.g., puts, calls, warrants, options, convertible securities)  4. S. Number Code (Instr. 8)  (Instr. 8)  (Instr. 3)  Date Exercisable and (Month/Day/Year)  (Instr. 3 and 4)  Title Amount or Number (Instr. 3 and 4)  Amount or Shares  2.45 06/23/2021 M 70,000  M 70,000  (6) 11/13/2027 Common 14.070	k   06/24/2021   S   14,070   D   \$ 2.45   \$ 448,237    on a separate line for each class of securities beneficially owned directly or indirectly.    Persons who respond to the collection of informati in this form are not required to respond unless the a currently valid OMB control number.    Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)   3a. Transaction Date (e.g., puts, calls, warrants, options, convertible securities)   Code (Month/Day/Year)   Code (Month/Day/Year)   Code (Instr. 8)   Code (Instr. 8)   Code (Instr. 3)   Code (Instr. 3)	M 14,070 A \$ 2.45   448,237	M

Relationships

Other

Officer

10%

Owner

Director

Reporting Owner Name / Address

Keller Rodney C. Jr. 200 E. OLD SETTLER SUITE 100 ROUND ROCK, TX 7	X		Chief Executive Officer		
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## **Signatures**

/s/ Rodney C. Keller, Jr	06/25/2021		
**Signature of Reporting Person	Date		

### **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).
- (1) Represents a broker-assisted sale of shares pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 14, 2021.
- (2) These shares were purchased in multiple transactions at a price of \$5.00.
- (3) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$5.00 to \$5.06, inclusive. The reporting person undertakes to provide to AYRO, Inc., any security holder of AYRO, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.
- (4) Represents an exercise of an option to purchase 70,000 shares. The price reported in Column 4 is the exercise price of the underlying options assigned upon grant.
- (5) Represents an exercise of an option to purchase 14,070 shares. The price reported in Column 4 is the exercise price of the underlying options assigned upon grant.
- (6) These options are fully vested and exercisable.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.