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

**FORM 10-K/A**  
**(Amendment No. 1)**

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended **December 31, 2018**

**OR**

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from\_ to \_\_\_\_\_

Commission file number: 001-34643

**DROPCAR, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**

*(State or other jurisdiction of incorporation or organization)*

**98-0204758**

*(I.R.S. Employer Identification No.)*

**1412 Broadway, Suite 2105**

**New York, New York**

*(Address of principal executive offices)*

**10018**

*(Zip Code)*

Registrant's telephone number, including area code **(646) 342-1595**

Securities registered pursuant to Section 12(b) of the Exchange Act:

Title of each class	Name of each exchange on which registered
<u>Common Stock, \$0.0001 Par Value Per Share</u>	<u>The Nasdaq Stock Market LLC</u>

Securities registered pursuant to Section 12(g) of the Exchange Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

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Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically every Interactive Data File required to be submitted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit such files). Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one).

Large accelerated filer   
Non-accelerated filer

Accelerated filer   
Smaller reporting company   
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The aggregate market value of the registrant's voting and non-voting common stock held by non-affiliates of the registrant (without admitting that any person whose shares are not included in such calculation is an affiliate) computed by reference to the price at which the common stock was last sold, or the average bid and asked price of the common stock, as of the last business day of the registrant's most recently completed second fiscal quarter was \$5,724,980.

As of March 27, 2019 there were 3,440,258 shares of registrant's common stock outstanding.

#### **DOCUMENTS INCORPORATED BY REFERENCE**

None.

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#### EXPLANATORY NOTE

The registrant is filing this Amendment No. 1 on Form 10-K/A (“Form 10-K/A”) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2018, as filed with the Securities and Exchange Commission on April 3, 2019 (the “Original Filing”) solely for the purposes of (i) including the information required by Item 12 of Part III and (ii) furnishing Exhibit 101 (Interactive Data File), which in each instance was not included in the Original Filing. Except as expressly set forth above, this 10-K/A does not, and does not purport to, amend, update, or restate the information in any other item of the Original Filing. Nothing within this 10-K/A has re-stated or altered the financials contained in the Original Filing in any manner.

In addition, as required by Rule 12b-15 under the Securities Exchange Act of 1934, as amended, new certifications by the registrant’s principal executive officer and principal financial officer are filed as exhibits to this Form 10-K/A.

PART IV

ITEM 12 – SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Security Ownership of Certain Beneficial Owners and Management

The following table shows certain information as of March 27, 2019 with respect to the beneficial ownership of common stock by: (i) each person the Company believes beneficially holds more than 5% of the outstanding shares of common stock based solely on the Company’s review of filings with the Securities and Exchange Commission (the “SEC”); (ii) each director; (iii) each named executive officer; and (iv) all current directors and executive officers as a group. Unless otherwise noted below, the address of each beneficial owner listed in the table is c/o DropCar, Inc., 1412 Broadway, Suite 2105, New York, New York 10018. All beneficial ownership information reflects the Company’s 1-for-6 reverse stock split that was effected on March 8, 2019.

We have determined beneficial ownership in accordance with the rules of the SEC. Except as indicated by the footnotes below, we believe, based on the information furnished to us, that the persons and entities named in the table below have sole voting and investment power with respect to all shares of common stock that they beneficially own, subject to applicable community property laws.

Applicable percentage ownership is based on 3,440,258 share of common stock outstanding at March 27, 2019. In computing the number of shares of common stock beneficially owned by a person and the percentage ownership of that person, we deemed outstanding shares of common stock underlying preferred stock, stock options, restricted stock units and warrants held by that person that are currently exercisable or convertible or will be exercisable or convertible within sixty days of March 27, 2019. We did not deem these shares outstanding, however, for the purpose of computing the percentage ownership of any other person.

Name and Address of Beneficial Owner	Number of Shares Owned	Percentage of Class
<b>Named Executive Officers and Director</b>		
Spencer Richardson <sup>(1)</sup>	316,889	8.72%
Mark Corrao	0	*
David Newman <sup>(2)</sup>	315,221	8.67%
Sebastian Giordano <sup>(3)</sup>	49,412	1.42%
Zvi Joseph <sup>(4)</sup>	2,032	*
Solomon Mayer <sup>(5)</sup>	2,032	*
Joshua Silverman <sup>(6)</sup>	18,963	*
Greg Schiffman <sup>(7)</sup>	2,032	*
Paul Commons	0	*
David Allen <sup>(8)</sup>	24,791	*
Robert Roller <sup>(9)</sup>	14,997	*
All Current Executive Officers and Directors as a Group <sup>(10)</sup>	706,581	18.17%
<b>Greater than 5% Shareholders</b>		
Iroquois Capital Management <sup>(11)</sup>	565,505	14.13%
MintFunds, LLC <sup>(12)</sup>	342,821	9.96%
Alpha Capital Anstalt <sup>(13)</sup>	295,060	8.03%

1. Mr. Richardson's total includes 122,035 shares of common stock, options to purchase 72,533 shares of common stock that are exercisable within 60 days of March 27, 2019 and 122,321 restricted stock units that are exercisable within 60 days of March 27, 2019.
2. Mr. Newman's total includes 120,367 shares of common stock, options to purchase 72,533 shares of common stock that are exercisable within 60 days of March 27, 2019 and 122,321 restricted stock units that are exercisable within 60 days of March 27, 2019.
3. Mr. Giordano's total includes options to purchase 49,412 shares of common stock that are exercisable within 60 days of March 27, 2019.
4. Mr. Joseph's total includes options to purchase 2,032 shares of common stock that are exercisable within 60 days of March 27, 2019.
5. Mr. Mayer's total includes options to purchase 2,032 shares of common stock that are exercisable within 60 days of March 27, 2019.
6. Mr. Silverman's total includes 14,789 shares of common stock, options to purchase 3,047 shares of common stock that are exercisable within 60 days of March 27, 2019 and warrants to purchase 1,127 shares of common stock that are exercisable within 60 days of March 27, 2019.
7. Mr. Schiffrman's total includes options to purchase 2,032 shares of common stock that are exercisable within 60 days of March 27, 2019.
8. Mr. Allen's total includes options to purchase 24,791 shares of common stock that are exercisable within 60 days of March 27, 2019.
9. Mr. Roller's total includes options to purchase 14,997 shares of common stock that are exercisable within 60 days of March 27, 2019.
10. Includes all equity beneficially owned by current executive officers and directors (8 individuals), but does not include equity beneficially owned by Mr. Commons, Mr. Roller or Mr. Allen, whose service with us terminated on February 28, 2019, December 24, 2018 and January 30, 2018, respectively.
11. Based on a Schedule 13G/A filed on February 14, 2019, which information has been updated to reflect the 1-for-6 reverse stock split that was effected on March 8, 2019. The principal business address of the beneficial owner is 205 East 42nd Street, 20th Floor, New York, New York 10017. Iroquois Master Fund ("IMF") is a private investment fund. Iroquois Capital Management LLC ("Iroquois Capital") is an investment adviser that provides investment advisory services to IMF. Iroquois Capital Investment Group LLC ("ICIG") is a private investment fund. Richard Abbe shares authority and responsibility for the investments made on behalf of IMF with Kimberly Page, each of whom is a director of IMF. Mr. Abbe is the President of Iroquois Capital and has sole authority and responsibility for investments made on behalf of ICIG. Mr. Abbe is also managing member of Kensington Investment Partners LLC.

Beneficial ownership for IMF includes 1,491 shares of common stock, 200,960 shares of common stock issuable upon conversion of preferred stock and warrants to obtain 102,030 shares of common stock which are exercisable within 60 days of March 27, 2019. Beneficial ownership for ICIG includes 1,491 shares of common stock, 200,960 shares of common stock issuable upon conversion of preferred stock and warrants to obtain 57,446 shares of common stock which are exercisable within 60 days of March 27, 2019. Beneficial ownership for Kensington Investment Partners LLC includes warrants to obtain 1,127 shares of common stock which are exercisable within 60 days of March 27, 2019.

The shares and percentage included in the table report the number of shares that would be issuable without giving effect to the 9.99% blocker included in the preferred stock and warrants.

12. Based on a Schedule 13G/A filed on April 5, 2019, by MintFunds, LLC, a Puerto Rico limited liability company (“MintFunds”), and Guy Gentile, who serves as the CEO and sole owner of MintFunds. The principal business address of the beneficial owner is located at Elizabeth Avenue & Bay Street, Nassau, Bahamas. Beneficial ownership includes sole voting and dispositive power over 342,821 shares.
13. Based on a Schedule 13G filed on May 24, 2018 and on information known to the Company as of December 31, 2018, all of which information has been updated to reflect the 1-for-6 reverse stock split that was effected on March 8, 2019. The principal business address of the beneficial owner is Lettstrasse 32, FL-9490 Vaduz, Furstentums, Liechtenstein. Konrad Ackerman is the Director of Alpha Capital Anstalt. Beneficial ownership includes 62,391 shares of common stock, 152,615 shares of common stock issuable upon conversion of preferred stock and warrants to obtain 80,054 shares of common stock.

#### Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth information about the Company’s Amended and Restated 2014 Equity Incentive Plan (as amended, the “2014 Plan”):

Plan Category	(a) Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities available for future issuance under equity compensation plans excluding securities reflected in column (a)
Equity compensation plan approved by security holders	547,416	\$ 18.30	159,213
Total	547,416	\$ 18.30	159,213

**PART IV**

**ITEM 15 – EXHIBITS, FINANCIAL STATEMENT SCHEDULES**

(a)(3) Exhibits

The following is a list of exhibits filed as part of this Annual Report on Form 10-K.

<b>Exhibit Number</b>	<b>Description</b>
<a href="#">2.1</a>	Agreement and Plan of Merger and Reorganization, dated September 6, 2017, by and among WSP International Incorporated, DC Acquisition Corporation, and the Company ( <i>incorporated by reference from Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on September 6, 2017</i> ).
<a href="#">2.2</a>	Amendment No. 3 to Agreement and Plan of Merger, dated December 4, 2017, by and among WSP International Incorporated, DC Acquisition Corporation, and the Company ( <i>incorporated by reference from Exhibit 2.1 to the Company's Current Report on Form 8-K filed with the SEC on December 6, 2017</i> ).
<a href="#">2.3</a>	Form of Support Agreement, dated as of September 6, 2017, by and between the Company and certain stockholders named therein ( <i>incorporated by reference from Exhibit 2.2 to the Company's Current Report on Form 8-K filed with the SEC on December 6, 2017</i> ).
<a href="#">2.4</a>	Form of Support Agreement, dated as of September 6, 2017, by and between the Company and certain stockholders named therein ( <i>incorporated by reference from Exhibit 2.3 to the Company's Current Report on Form 8-K filed with the SEC on December 6, 2017</i> ).
<a href="#">2.5</a>	Form of Support Agreement, dated as of September 6, 2017, by and between the Company and certain stockholders named therein ( <i>incorporated by reference from Exhibit 2.4 to the Company's Current Report on Form 8-K filed with the SEC on December 6, 2017</i> ).

- [3.1](#) Amended and Restated Certificate of Incorporation of the Company, as amended, dated March 8, 2019.
- [3.2](#) Amended and Restated Bylaws of the Registrant, as amended on July 26, 2018 (*incorporated by reference from Exhibit 3.1 to the Company's Current Report on Form 8-K filed with the SEC on August 1, 2018*).
- [4.1](#) Form of Series K Common Stock Purchase Warrant (*incorporated by reference from Exhibit 4.4 to the Company's Quarterly Report on Form 10-Q filed with the SEC on November 14, 2018*).
- [4.2](#) Form of Warrant to Purchase Common Stock (*incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K/A filed with the SEC on September 10, 2018*).
- [4.3](#) Form of Warrant Amendment to Series H-4 Warrant (*incorporated by reference from Exhibit 4.2 to the Company's Current Report on Form 8-K/A filed with the SEC on September 10, 2018*).
- [4.4](#) Form of Series I Warrant to Purchase Common Stock (*incorporated by reference from Exhibit 4.1 to the Company's Current Report on Form 8-K filed with the SEC on April 20, 2018*).
- [4.5](#) Form of Warrant to Purchase Common Stock of WPCS International Incorporated (*incorporated by reference from Exhibit 10.2 of the Company's Current Report on Form 8-K filed December 22, 2016*).
- [4.6](#) Form of Warrant to Purchase Common Stock (*incorporated by reference from Exhibit 10.2 of the Company's Current Report on Form 8-K filed April 4, 2017*).
- [10.1](#) Stock Purchase Agreement, dated as of December 10, 2018, between DropCar, Inc. and World Professional Cabling Systems, LLC (*incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K filed December 14, 2018*).
- [10.2](#) Form of Securities Purchase Agreement, dated as of November 14, 2018, between DropCar, Inc. and Alpha Capital Anstalt (*incorporated by reference from Exhibit 10.2 of the Company's Quarterly Report on Form 10-Q filed November 14, 2018*).



- [10.3](#) Securities Purchase Agreement, dated December 21, 2016, between WPCS International Incorporated and each purchaser identified therein(*incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K filed December 22, 2016*).
- [10.4](#) Registration Rights Agreement, dated December 21, 2016, by and among WPCS International Incorporated and the investors listed therein (*incorporated by reference from Exhibit 10.3 of the Company's Current Report on Form 8-K filed December 22, 2016*).
- [10.5](#) Securities Purchase Agreement, dated March 30, 2017 (*incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K filed April 4, 2017*).
- [10.6](#) Registration Rights Agreement, dated March 30, 2017, by and among WPCS International Incorporated and the purchasers listed therein (*incorporated by reference from Exhibit 10.3 of the Company's Current Report on Form 8-K filed April 4, 2017*).
- [10.7](#) Final form of the Repricing Offer Letter, dated December 4, 2017, from WPCS International Incorporated to each of Iroquois Master Fund, Iroquois Capital Investment Group, LLC and American Capital Management, LLC (*incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K filed December 6, 2017*).
- [10.8†](#) Form of Indemnification Agreement, by and between the Company and each of its directors and officers (*incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K filed February 5, 2018*).
- [10.9†](#) Separation Agreement, dated January 30, 2018, by and between the Company and Sebastian Giordano (*incorporated by reference from Exhibit 10.2 of the Company's Current Report on Form 8-K filed February 5, 2018*).
- [10.10†](#) Separation Agreement, dated January 30, 2018, by and between the Company and David Allen (*incorporated by reference from Exhibit 10.3 of Company's Current Report on Form 8-K filed February 5, 2018*).
- [10.11†](#) Employment Agreement, by and between the Company and Spencer Richardson, dated as of September 6, 2017 (*incorporated by reference from Exhibit 10.4 of the Company's Current Report on Form 8-K filed February 5, 2018*).

<a href="#"><u>10.12†</u></a>	Employment Agreement, by and between the Company and David Newman, dated as of September 6, 2017 <i>(incorporated by reference from Exhibit 10.5 of the Company's Current Report on Form 8-K filed February 5, 2018).</i>
<a href="#"><u>10.13†</u></a>	Employment Agreement, by and between the Company and Paul Commons, dated as of January 22, 2018 <i>(incorporated by reference to Exhibit 10.6 of Company's Current Report on Form 8-K filed February 5, 2018).</i>
<a href="#"><u>10.14</u></a>	Securities Purchase Agreement, dated March 8, 2018, between the Company and the purchasers named therein <i>(incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K filed March 9, 2018).</i>
<a href="#"><u>10.15</u></a>	Registration Rights Agreement, dated March 8, 2018, by and among the Company and the purchasers named therein <i>(incorporated by reference from Exhibit 10.2 of the Company's Current Report on Form 8-K filed March 9, 2018).</i>
<a href="#"><u>10.16</u></a>	Form of Warrant Exchange Agreement <i>(incorporated by reference from Exhibit 10.1 of Company's Current Report on Form 8-K filed April 20, 2018).</i>
<a href="#"><u>10.17†</u></a>	Consulting Agreement, dated as of July 11, 2018, by and between the Company and Ascentaur, LLC <i>(incorporated by reference from Exhibit 10.1 of the Company's Current Report on Form 8-K filed July 13, 2018).</i>
<a href="#"><u>23.1</u></a>	Consent of EisnerAmper LLP <i>(incorporated by reference from Exhibit 23.1 of the Company's Annual Report on Form 10-K filed on April 3, 2019).</i>
<a href="#"><u>31.1*</u></a>	Rule 13(a)-14(a)/15(d)-14(a) Certification of Principal Executive Officer
<a href="#"><u>31.2*</u></a>	Rule 13(a)-14(a)/15(d)-14(a) Certification of Principal Financial And Accounting Officer
<a href="#"><u>32.1*</u></a>	Section 1350 Certification of Principal Executive Officer and Principal Financial Officer (This certification is being furnished and shall not be deemed "filed" with the SEC for purposes of Section 18 of the Exchange Act, or otherwise subject to the liability of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act or the Exchange Act, except to the extent that the registrant specifically incorporates it by reference).
<a href="#"><u>101*</u></a>	Interactive Data Files of Financial Statements and Notes.

\* Filed herewith.

† Management contract or compensatory plan or arrangement.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**DROPCAR, INC.**

Date: April 12, 2019

By: /s/ Spencer Richardson  
Spencer Richardson  
(Principal Executive Officer)

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated below and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Spencer Richardson</u> Spencer Richardson	Chief Executive Officer (Principal Executive Officer)	April 12, 2019
<u>/s/ Mark Corrao</u> Mark Corrao	Chief Financial Officer (Principal Financial Officer)	April 12, 2019
<u>/s/ Joshua Silverman</u> Joshua Silverman	Chairman of the Board of Directors	April 12, 2019
<u>/s/ Sebastian Giordano</u> Sebastian Giordano	Director	April 12, 2019
<u>/s/ David Newman</u> David Newman	Director, Chief Business Development Officer	April 12, 2019
<u>/s/ Zvi Joseph</u> Zvi Joseph	Director	April 12, 2019
<u>/s/ Solomon Mayer</u> Solomon Mayer	Director	April 12, 2019
<u>/s/ Greg Schiffman</u> Greg Schiffman	Director	April 12, 2019

## CERTIFICATIONS UNDER SECTION 302

I, Spencer Richardson, certify that:

1. I have reviewed this annual report on Form 10-K/A of DropCar, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 12, 2019

/s/ Spencer Richardson  
**Spencer Richardson**  
Chief Executive Officer  
(Principal Executive Officer)

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## CERTIFICATIONS UNDER SECTION 302

I, Mark Corrao, certify that:

1. I have reviewed this annual report on Form 10-K/A of DropCar, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: April 12, 2019

/s/ Mark Corrao

**Mark Corrao**

Chief Financial Officer

(Principal Financial and Accounting Officer)

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CERTIFICATIONS UNDER SECTION 906

Pursuant to section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of DropCar, Inc., a Delaware corporation (the "Company"), does hereby certify, to such officer's knowledge, that:

Amendment No. 1 to the Annual Report for the year ended December 31, 2018 (the "Form 10-K/A") of the Company fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Form 10-K/A fairly presents, in all material respects, the financial condition and results of operations of the Company.

Dated: April 12, 2019

/s/ Spencer Richardson  
**Spencer Richardson**  
Chief Executive Officer  
(Principal Executive Officer)

Dated: April 12, 2019

/s/ Mark Corrao  
**Mark Corrao**  
Chief Financial Officer  
(Principal Financial and Accounting Officer)

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