

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) 06/30/2021					
900 E. OLD SETTLERS BOULEVARD, SUITE 100			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		
(Street)								
ROUND ROCK, TX 78664								
(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)			
Common Stock	06/30/2021		M		13,977 (3)	A \$ 4.03 (3)	448,144	D	
Common Stock	06/30/2021		S		13,977 (1)	D \$ 5.0364 (2)	434,167	D	
Common Stock	06/30/2021		M		426 (4)	A \$ 3.17 (4)	434,593	D	
Common Stock	06/30/2021		S		426 (1)	D \$ 5.0364 (2)	434,167	D	
Common Stock	07/01/2021		M		70,000 (5)	A \$ 3.17 (5)	504,167	D	
Common Stock	07/01/2021		S		70,000 (1)	D \$ 5.11	434,167	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				
Employee Stock Options (right to buy)	\$ 4.03	06/30/2021		M		13,977	(6)	11/13/2029	Common Stock	13,977	\$ 0	0	D	
Employee Stock Options (right to buy)	\$ 3.17	06/30/2021		M		426	(7)	09/29/2030	Common Stock	426	\$ 0	459,042	D	

Employee Stock Options (right to buy)	\$ 3.17	07/01/2021		M		70,000	(7)	09/29/2030	Common Stock	70,000	\$ 0	389,042	D
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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.		07/02/2021
<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).
- (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.
The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$5.00 to \$5.15, inclusive. The reporting person
- (2) 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.
- (3) Represents an exercise of an option to purchase 13,977 shares. The price reported in Column 4 is the exercise price of the underlying options assigned upon grant.
- (4) Represents an exercise of an option to purchase 426 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 70,000 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.
- (7) The shares underlying this stock option vest according to the following schedule: one-third of the optioned shares vested on 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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