

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>ZOI MIKE</u> (Last) (First) (Middle) <u>C/O MOTORSPORT GAMES INC.</u> <u>5972 NE 4TH AVENUE</u> (Street) <u>MIAMI FL 33137</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Motorsport Games Inc. [MSGM]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/30/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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			
Class A Common Stock	01/30/2023		p ⁽¹⁾		338,983	A	\$2.95 ⁽²⁾	1,038,983 ⁽³⁾	I	By Motorsport Network, LLC ⁽⁴⁾

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- On January 30, 2023, Motorsport Network, LLC ("Motorsport Network") entered into a debt-for-equity exchange agreement with Motorsport Games Inc. (the "Company") pursuant to which the Company agreed to issue to Motorsport Network 338,983 shares of the Company's Class A common stock in exchange for an amount equal to \$1,000,000, which represents a portion of the Company's outstanding balance (including the principal and accrued and not yet paid interests thereon) under the promissory note in favor of Motorsport Network dated April 1, 2020, as amended on November 23, 2020.
- The Nasdaq Official Closing Price as reported on January 27, 2023.
- On November 10, 2022, the Company effected a 1-for-10 reverse stock split of its outstanding shares of Class A common stock. The amount of securities reported as beneficially owned on this Form 4 has been adjusted to reflect the reverse stock split.
- These shares are owned directly by Motorsport Network and indirectly by Mike Zoi as Manager of Motorsport Network.

Remarks:

Exhibit List: 99.1 List of Other Reporting Person

/s/ Dmitry Kozko, attorney-in-fact for Mike Zoi 01/30/2023

/s/ Dmitry Kozko, attorney-in-fact for Motorsport Network, LLC 01/30/2023

** Signature of Reporting Person Date

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

* 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).

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

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

List of Other Reporting Person

Motorsport Network, LLC directly owns all of the shares listed under Table 1 and is a beneficial owner.

Name: Motorsport Network, LLC

Address: 5972 NE 4th Avenue, Miami, FL 33137
