

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>02/01/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	02/01/2023		p ⁽¹⁾		441,402	A	\$6.68 ⁽²⁾	1,480,385	I	By Motorsport Network, LLC ⁽³⁾

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		Date Exercisable	Expiration Date					

Explanation of Responses:

- On February 1, 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, LLC 441,402 shares of the Company's Class A common stock, which represents the Company's remaining balance outstanding (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 average Nasdaq Official Closing Price for the consecutive five trading day period ending on January 31, 2023.
- 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 02/02/2023
/s/ Dmitry Kozko, attorney-in-fact for Motorsport Network, LLC 02/02/2023

** 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
