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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material under §240.14a-12

Motorsport Games Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check all boxes that apply):

- No fee required.
 - Fee paid previously with preliminary materials.
 - Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11.
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MOTORSPORT GAMES INC.
5972 NE 4TH AVENUE
MIAMI, FL 33137

Your **Vote** Counts!

MOTORSPORT GAMES INC.

2024 Annual Meeting
Vote by June 10, 2024
11:59 PM ET



V46193-P10916

You invested in MOTORSPORT GAMES INC. and it's time to vote!

You have the right to vote on proposals being presented at the Annual Meeting. **This is an important notice regarding the availability of proxy materials for the stockholder meeting to be held on June 11, 2024.**

Get informed before you vote

View the Notice and Proxy Statement and Form 10-K online OR you can receive a free paper or email copy of the material(s) by requesting prior to May 28, 2024. If you would like to request a copy of the material(s) for this and/or future stockholder meetings, you may (1) visit www.ProxyVote.com, (2) call 1-800-579-1639 or (3) send an email to sendmaterial@proxyvote.com. If sending an email, please include your control number (indicated below) in the subject line. Unless requested, you will not otherwise receive a paper or email copy.



For complete information and to vote, visit www.ProxyVote.com

Control #

Smartphone users

Point your camera here and vote without entering a control number



Vote in Person at the Meeting*

June 11, 2024
11:00 AM local time

5972 NE 4th Avenue
Miami, Florida 33137

*Please check the meeting materials for any special requirements for meeting attendance. At the meeting, you will need to request a ballot to vote these shares.

THIS IS NOT A VOTABLE BALLOT

This is an overview of the proposals being presented at the upcoming stockholder meeting. Please follow the instructions on the reverse side to vote these important matters.

| Voting Items | Board Recommends |
|--|---|
| 1. Election of Director Nominee (Class II director) | |
| 1a. John Delta | <input checked="" type="checkbox"/> For |
| 2. To ratify the selection of Grant Thornton LLP as the Company's independent registered public accounting firm for the year ending December 31, 2024. | <input checked="" type="checkbox"/> For |
| Authority is hereby given to the proxies identified on the front of the proxy card to vote in their discretion upon such other business that may properly come before the annual meeting or any postponement or adjournment thereof. | |

Prefer to receive an email instead? While voting on www.ProxyVote.com, be sure to click "Delivery Settings".