

INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person* ABRY Senior Equity V, L.P. (Last) (First) (Middle) C/O ABRY PARTNERS II, LLC, 888 BOYLSTON ST., SUITE 1600 (Street) BOSTON, MA 02199 (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 10/03/2019	3. Issuer Name and Ticker or Trading Symbol PowerFleet, Inc. [PWFL]		
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		5. 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		

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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 control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Series A Preferred Stock	(1)	(1)	Common Stock, par value \$0.01 per share	5,720,640 (1)	\$ (1)	D	
Convertible Promissory Notes	(2)	09/30/2020	Common Stock, par value \$0.01 per share	\$ 4,186,936.64	\$ (2)	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABRY Senior Equity V, L.P. C/O ABRY PARTNERS II, LLC 888 BOYLSTON ST., SUITE 1600 BOSTON, MA 02199		X		

Signatures

/s/ Jay M. Grossman, Manager of ABRY Senior Equity Holdings V, LLC, the general partner of ABRY Senior Equity Investors V, L.P., the general partner of ABRY Senior Equity V, L.P.	10/03/2019
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

- Each share of Series A Preferred Stock is convertible at any time, at the option of the holder, into a number of shares of common stock, par value \$0.01 per share, of the Issuer determined by dividing the issue price of the Series A Preferred Stock (\$1,000 per share) (the "Issue Price"), plus any accrued and unpaid dividends, by the Series A Conversion Price at the time of conversion. The initial Series A Conversion Price is equal to \$7.319, and is subject to adjustment. The Series A Preferred Stock has no expiration date.
- (1) The principal amount of the Convertible Promissory Notes of the Issuer (the "Convertible Notes") held by the Reporting Person is \$4,186,936.64. The Convertible Notes (including accrued interest) are convertible solely upon receipt of the approval by the Issuer's stockholders in accordance with Nasdaq rules. The conversion price of the Convertible Notes is equal to the Issue Price.
- (2)

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

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