

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* Mahlab David		2. Issuer Name and Ticker or Trading Symbol PowerFleet, Inc. [PWFL]		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) CEO International	
(Last) (First) (Middle) C/O POWERFLEET, INC., 123 TICE BOULEVARD		3. Date of Earliest Transaction (Month/Day/Year) 11/05/2019			
(Street) WOODCLIFF LAKE, NJ 07677		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	
(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)	Price			
Common Stock, par value \$0.01 per share	11/05/2019		A		47,970 <u>(1)</u>	A	\$ 0 <u>(1)</u>	424,381	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		Date Exercisable	Expiration Date						Title
Employee Stock Options (right to buy)	\$ 5.87	11/05/2019		A		191,878	<u>(2)</u>	11/05/2029	Common Stock, par value \$0.01 per share	191,878	\$ 0 <u>(2)</u>	191,878	D	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mahlab David C/O POWERFLEET, INC. 123 TICE BOULEVARD WOODCLIFF LAKE, NJ 07677	X		CEO International	

Signatures

/s/ Ned Mavrommatis, as Attorney-in-Fact for David Mahlab	11/07/2019
Signature of Reporting Person	Date

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).

On November 5, 2019 (the "Grant Date"), David Mahlab (the "Reporting Person") was granted 47,970 restricted shares of common stock, par value \$0.01 per share ("Common Stock"), of PowerFleet, Inc. (the "Company") under the Company's 2018 Incentive Plan, as amended (the "2018 Plan"), in consideration of his services as an officer of the Company. Subject to the terms (1) and conditions of a restricted stock award agreement and the 2018 Plan, this award vests as to 25% of such shares on each of the first, second, third and fourth anniversaries of the Grant Date, provided that the Reporting Person is employed by the Company on each such date.

On the Grant Date, the Reporting Person was granted options to purchase 191,878 shares of Common Stock under the 2018 Plan in consideration of his services as an officer of the Company. (2) These options vest in equal increments over a four-year period commencing on the Grant Date, such that 25% of the options will vest on the first, second, third and fourth anniversaries of the Grant Date, provided that the Reporting Person is employed by the Company on each such 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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