

# 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* <b>WOLFE CHRIS ADAMS</b>		2. Issuer Name and Ticker or Trading Symbol <b>PowerFleet, Inc. [PWFL]</b>		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>	
(Last) (First) (Middle) <b>C/O POWERFLEET, INC., 123 TICE BOULEVARD</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/28/2020</b>			
(Street) <b>WOODCLIFF LAKE, NJ 07677</b>		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	05/28/2020		A		6,414 (1)	A	\$ 0 (1)	253,344	D	
Common Stock, par value \$0.01 per share	05/31/2020		A		8,865 (2)	A	\$ 0 (2)	262,209	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	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Options (right to buy)	\$ 6.28	05/28/2020		A		350,000		(3)	05/28/2030	Common Stock, par value \$0.01 per share	\$ 0	350,000	D	
Employee Stock Options (right to buy)	\$ 6	05/28/2020		A		350,000		(4)	05/28/2030	Common Stock, par value \$0.01 per share	\$ 0	350,000	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WOLFE CHRIS ADAMS C/O POWERFLEET, INC. 123 TICE BOULEVARD WOODCLIFF LAKE, NJ 07677	X		Chief Executive Officer	

### Signatures

/s/ Ned Mavrommatis, as Attorney-In-Fact for Chris A. Wolfe	06/01/2020
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## 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).

(1) On May 28, 2020 (the "Grant Date"), Chris A. Wolfe (the "Reporting Person") was granted 6,414 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 for a temporary reduction in the Reporting Person's base salary for the remainder of the 2020 fiscal year. Subject to the terms and conditions of a restricted stock award agreement and the 2018 Plan, this award will vest in full on December 31, 2021, provided that the Reporting Person is employed by the Company on such date.

(2) On May 31, 2020, the Reporting Person was granted 8,865 restricted shares of Common Stock under the Company's 2018 Plan, in lieu of a cash payment to the Reporting Person as a result of an increase in the Reporting Person's base salary. Subject to the terms and conditions of a restricted stock award agreement and the 2018 Plan, this award will vest in full on December 31, 2020, provided that the Reporting Person is employed by the Company on such date.

(3) On the Grant Date, the Reporting Person was granted options to purchase 350,000 shares of Common Stock under the 2018 Plan, which options will vest and become exercisable in full on December 31, 2022, provided that the Reporting Person is employed by the Company on such date, if at any point prior to such date the volume weighted average price of the Common Stock during a consecutive 30 trading day period (the "30 Day VWAP") reaches \$12.00.

(4) On the Grant Date, the Reporting Person was granted options to purchase 350,000 shares of Common Stock under the 2018 Plan, which options will vest and become exercisable in full immediately upon the 30 Day VWAP reaching \$10.00, provided that the Reporting Person is employed by the Company on 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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