FORM	4
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Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

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

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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

(Print or Type Responses) 1. Name and Address of Reporting Person <sup>+</sup> MAVROMMATIS NED	2. Issuer Name and PowerFleet, Inc.		radinį	g Symbol		5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) C/O POWERFLEET, INC., 123 TICI BOULEVARD	3. Date of Earliest Tr 03/16/2021	. ,	Ionth	/Day/Year	)	Director 10% Owner Officer (give title below) Other (specify below) Chief Financial Officer				
(Street) WOODCLIFF LAKE, NJ 07677	4. If Amendment, Da	te Original l	Filed	Month/Day/Y	ear)	6. Individual or Joint/Group FilingCheck Applicable Line) _X_Form filed by One Reporting Person 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)		(Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			Owned Following Reported Transaction(s)	Ownership Form:	Beneficial
		(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	
Common Stock, par value \$0.01 per share	03/16/2021		М		16,863	А	\$ 5.93	280,425	D	
Common Stock, par value \$0.01 per share	03/16/2021		М		24,339	А	\$ 5.71	304,764	D	
Common Stock, par value \$0.01 per share	03/16/2021		М		30,000	А	\$ 4.37	334,764	D	
Common Stock, par value \$0.01 per share	03/16/2021		М		46,112	А	\$6	380,876	D	
Common Stock, par value \$0.01 per share	03/16/2021		F		71,464 ( <u>1)</u>	D	\$ 9.05	309,412	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

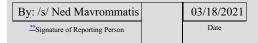
	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)		Code	tion )	ion of Derivative Securities		(Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			Derivative Securities Beneficially Owned Following Reported Transaction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	Beneficial
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		(Instr. 4)	(Instr. 4)	
Employee Stock Options (right to buy	\$ 5.93	03/16/2021		М			16,863	03/30/2015	03/30/2022	Common Stock, par value \$0.01 per share		\$ 0	23,678	D	
Employee Stock Options (right to buy	\$ 5.71	03/16/2021		М			24,339	(2)	04/05/2023	Common Stock, par value	24,339	\$ 0	16,503	D	
Employee Stock Options (right to buy	\$ 4.37	03/16/2021		М			30,000	<u>(3)</u>	03/24/2026	Common Stock, par value	30,000	\$ 0	0	D	

Employee Stock Options (right to	\$ 6	03/16/2021	М		46,112	<u>(4)</u>	02/17/2027	Common Stock, par value \$0.01 per	46,112	\$ 0	3,888	D	
buy								share					

## **Reporting Owners**

	Relationships							
Reporting Owner Name / Address	Director	10% Owner	Officer	Other				
MAVROMMATIS NED C/O POWERFLEET, INC. 123 TICE BOULEVARD WOODCLIFF LAKE, NJ 07677			Chief Financial Officer					

### Signatures



# **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) These shares of common stock, par value \$0.01 per share (the "Common Stock") of PowerFleet, Inc. (the "Company") were withheld by the Company to pay the exercise price of the options exercised, as reported herein, and to satisfy tax withholding obligations.
- (2) These options vested in equal increments over a four-year period commencing on the April 3, 2013, such that 25% of the options vested on the first, second, third and fourth anniversaries of the grant date.
- (3) These options vested in equal increments over a four-year period commencing on the March 24, 2016, such that 25% of the options vested on the first, second, third and fourth anniversaries of the grant date.
- (4) These options vested in equal increments over a four-year period commencing on the February 17, 2017, such that 25% of the options vested on the first, second, third and fourth anniversaries of the grant 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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