

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* MAVROMMATIS NED (Last) (First) (Middle) C/O POWERFLEET, INC., 123 TICE BOULEVARD (Street) WOODCLIFF LAKE, NJ 07677 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol PowerFleet, Inc. [PWFL]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) _____ Chief Financial Officer
3. Date of Earliest Transaction (Month/Day/Year) 03/16/2021		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 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	03/16/2021		M		16,863	A	\$ 5.93	280,425	D	
Common Stock, par value \$0.01 per share	03/16/2021		M		24,339	A	\$ 5.71	304,764	D	
Common Stock, par value \$0.01 per share	03/16/2021		M		30,000	A	\$ 4.37	334,764	D	
Common Stock, par value \$0.01 per share	03/16/2021		M		46,112	A	\$ 6	380,876	D	
Common Stock, par value \$0.01 per share	03/16/2021		F		71,464	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)	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)	\$ 5.93	03/16/2021		M		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		M		24,339		(2)	04/05/2023	Common Stock, par value	\$ 0	16,503	D	
Employee Stock Options (right to buy)	\$ 4.37	03/16/2021		M		30,000		(3)	03/24/2026	Common Stock, par value	\$ 0	0	D	

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

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

Signatures

By: /s/ Ned Mavrommatis		03/18/2021
<small>Signature of Reporting Person</small>		<small>Date</small>

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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