FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
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hours per response... 0.5

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

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

Common Stock, par value 03/16/2022 P 31,754 A 3,15 (Instr. 4) Date (Instr. 3) A mount of Derivative Conversion Date (Instr. 3) A mount of Derivative Security Conversion Date (Instr. 4) Date (Instr. 4) Date (Instr. 4) Date (Instr. 3) Date (Instr. 4) Date (Instr. 3) Date (Instr. 3) Date (Instr. 4) Dat	(Print or Ty	pe Response	s)														
COP POWERFLEET, INC., 123 TICE Solid (2022) 4. If Amendment, Date Original Filed/Momb/Day/Year) 4. If Amendment, Date Original Filed/Momb/Day/Year) (Sirest) WOODCLIFF LAKE, NJ 07677 (City) (State) 2. Transaction Date (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 4) 2. Transaction Date (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Instr. 4) 2. Transaction Date (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Instr. 4) 2. Transaction Date (Month/Day/Year) (Instr. 3) 2. Transaction Date (Month/Day/Year) (Instr. 4) 2. Transaction (Size) (Instr. 4) 2. Transaction (Month/Day/Year) (Instr. 3) 2. Transaction (Month/Day/Year) (Instr. 3) 2. Transaction (Month/Day/Year) (Instr. 3) 2. Transaction (Month/Day/Year) (Instr. 4) 2. Table II - Derivative Securities Acquired, Disposed of (Particular Date (Month/Day/Year)) (Instr. 3) 2. Transaction (Month/Day/Year) (Instr. 4) 4. Amount of Securities (Control of or Operivative Securities (Instr. 4) 4. Transaction (Month/Day/Year) (Instr. 4) 4. Transaction (Month/Day/Year) (Instr. 4) 4. Transaction (Month/Day/Year) (Instr. 4) 4. Amount of Check-Reported Transaction (Month/Day						The state of the s							(Check all applicable)				
WOODCLIFF LAKE, NJ 07677 (City Cape) Table I - Non-Derivative Securities Acquired (A) or Disposed of, or Beneficially Owned Following (Instr. 3) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year)	C/O POWERFLEET, INC., 123 TICE												X Office				pelow)
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Date Month/Day/Year	(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acqu							ired, Disposed of, or Beneficially Owned					
Common Stock, par value \$0.01 per share \$\ 03/16/2022 \ P \ 31,754 \ A \ 3.15 \ (1) \ 231,754 \ D \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	-			Date	Execution Date any	Date, i	if Code (Instr. 8)		tion	(A) or Disposed of		of (D)	Beneficia Reported	ally Owned Following d Transaction(s)		Ownership Form:	Beneficial
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. 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. 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 Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of 2.					(Month/D	onth/Day/Year)		ode	V	Amount	or	Price	(mstr. 3 a	(iisu. 3 anu 4)		or Indirect	(Instr. 4)
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Exercisable Date Title Number of	Derivative Security	Conversion or Exercise Price of Derivative	Date	on 3A. Deemed Execution Da /Year) any	4. Tran	saction	5. Num of Deriv Secu Acqu (A) c Disp of (D (Instr	ber vative rities nired or osed 0) r. 3,	6. D and (Mo	ate Exerc Expirationnth/Day/	isable n Date Year)	7. T Am Und Sec (Ins 4)	Amount or Number	Derivative Security	Derivative Securities Beneficially Owned Following Reported Transaction	Owners Form of Derivat Security Direct (or Indir	Beneficial Ownersh (Instr. 4) Beneficial Ownersh (Instr. 4)

Reporting Owners

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

Signatures

/s/ Ned Mavrommatis, as Attorney-In-Fact for Steve Towe	03/16/2022
**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).
- (1) This transaction was conducted in British Pounds. The per share purchase price of GBP2.4044 was converted into U.S. Dollars at the conversion rate of GBP1 = USD1.31.

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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