

# FORM 4

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

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden 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

(Print or Type Responses)

1. Name and Address of Reporting Person * <b>Frumberg Charles</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 checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last) (First) (Middle) <b>C/O POWERFLEET, INC., 123 TICE BOULEVARD</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>05/16/2022</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	05/16/2022		S(1)		11,716	D	\$ 2.2351 (2)	27,699 (3)	I	See footnote (4)
Common Stock, par value \$0.01 per share	05/17/2022		S(1)		27,699	D	\$ 2.2543 (5)	0	I	See footnote (4)
Common Stock, par value \$0.01 per share								114,660 (6)	D	

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. SEC 1474 (9-02)

### 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					

## Reporting Owners

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

## Signatures

/s/ Charles Frumberg

Signature of Reporting Person

05/18/2022

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) These transactions were executed in order to effect a final liquidation of Emancipation Capital SPV IV LLC ("Emancipation SPV IV").

This transaction was executed in multiple trades at prices ranging from \$2.23 to \$2.26, inclusive. The price reported above reflects the weighted average price. The Reporting

(2) Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.

(3) In addition to the transaction noted in footnote (2), reflects shares resulting from pro rata distributions by Emancipation Capital, LP ("Emancipation LP") and Emancipation SPV IV that occurred prior to the earliest transaction date of this report.

These securities are directly held by (i) Emancipation LP and (ii) Emancipation SPV IV. Emancipation Management LLC ("Emancipation Management") serves as the investment manager of Emancipation LP and Emancipation SPV IV. Emancipation Capital LLC ("Emancipation Capital") is the managing member of Emancipation SPV IV.

(4) Mr. Frumberg is the managing member of Emancipation Management and Emancipation Capital. By virtue of the foregoing relationships, the Reporting Person may be deemed to indirectly beneficially own the securities directly held by Emancipation LP and Emancipation SPV IV. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

This transaction was executed in multiple trades at prices ranging from \$2.19 to \$2.34, inclusive. The price reported above reflects the weighted average price. The Reporting

(5) Person hereby undertakes to provide upon request to the SEC staff, the Issuer or a security holder of the Issuer full information regarding the number of shares and prices at which the transaction was effected.

(6) Includes 39,674 shares received as pro rata distributions from Emancipation LP and Emancipation SPV IV.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.