

OMB APPROVAL	
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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).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>WILSON DAVID</u> (Last) (First) (Middle) <u>C/O POWERFLEET, INC.</u> <u>123 TICE BOULEVARD</u> (Street) <u>WOODCLIFF LAKE</u> NJ 07677 (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>PowerFleet, Inc. [PWFL]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer (give title below) Other (specify below) <u>Chief Financial Officer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>01/04/2023</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

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	01/04/2023		A		75,000 ⁽¹⁾	A	\$0	75,000	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Options (right to buy)	\$3	01/04/2023		A		130,000	(2)	01/04/2033	Common Stock, par value \$0.01 per share	130,000	\$0	130,000	D	
Employee Stock Options (right to buy)	\$3	01/04/2023		A		275,000	(3)	01/04/2033	Common Stock, par value \$0.01 per share	275,000	\$0	275,000	D	

Explanation of Responses:

1. On January 4, 2023 (the "Grant Date"), David Wilson (the "Reporting Person") was granted 75,000 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 of his appointment as the Chief Financial Officer of the Company. Subject to the terms and conditions of a restricted stock award agreement and the 2018 Plan, this award vests as to 25% of such shares on each of the first, second, third and fourth anniversaries of the Grant Date, provided that the Reporting Person is employed by the Company on each such date.

2. On the Grant Date, as an inducement material to the Reporting Person's entering into employment with the Company, the Reporting Person was granted options to purchase 130,000 shares of Common Stock. Subject to the terms and conditions of a stock option award agreement, this award vests as to 25% of such options on each of the first, second, third and fourth anniversaries of the Grant Date, provided that the Reporting Person is employed by the Company on each such date.

3. On the Grant Date, as an inducement material to the Reporting Person's entering into employment with the Company, the Reporting Person was granted options to purchase 275,000 shares of Common Stock. Subject to the terms and conditions of a stock option award agreement, this award vests in full if the volume weighted average price of the Common Stock during a consecutive 60 trading day period reaches \$12.00 per share, provided that the Reporting Person is employed by the Company on such date.

/s/ David Wilson

01/06/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* 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).

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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