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**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

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

1. Name and Address of Reporting Person * <u>Lehmann Offer</u>  (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 <u>PowerFleet, Inc. [ PWFL ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner Officer (give title below) Other (specify below) X Chief Operating Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/26/2023	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person
	Rule 10b5-1(c) Transaction Indication <input type="checkbox"/> Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.	

**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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock, par value \$0.01 per share	05/26/2023		A		32,000 <sup>(1)</sup>	A	\$0	32,000	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	(A)	(D)	Date Exercisable	Expiration Date					
Employee Stock Options (right to buy)	\$3.13	05/26/2023		A		65,000		(2)	05/26/2033	Common Stock, par value \$0.01 per share	\$0	65,000	D	
Employee Stock Options (right to buy)	\$3.13	05/26/2023		A		130,000		(3)	05/26/2033	Common Stock, par value \$0.01 per share	\$0	130,000	D	

**Explanation of Responses:**

- On May 26, 2023 (the "Grant Date"), Offer Lehmann (the "Reporting Person") was granted 32,000 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 for his services as the Chief Operating Officer ("COO") 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 November 2, 2023, November 2, 2024, November 2, 2025 and November 2, 2026, provided that the Reporting Person is employed by the Company on each such date.
- On the Grant Date, the Reporting Person was granted options to purchase 65,000 shares of Common Stock in consideration for his services as the COO of the Company. Subject to the terms and conditions of a stock option award agreement, this award vests as to 25% of such options on each of November 2, 2023, November 2, 2024, November 2, 2025 and November 2, 2026, provided that the Reporting Person is employed by the Company on each such date.
- On the Grant Date, the Reporting Person was granted options to purchase 130,000 shares of Common Stock in consideration for his services as the COO of the Company. 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/ Joaquin Fong, as Attorney-in-Fact for Offer Lehmann 05/31/2023

\*\* 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.

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 Number.