

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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 to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>JACOBS IAN</u> <hr/> (Last) (First) (Middle) <u>C/O POWERFLEET, INC.</u> <u>123 TICE BOULEVARD</u> <hr/> (Street) <u>WOODCLIFF LAKE NJ 07677</u> <hr/> (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) <input checked="" type="checkbox"/> Director 10% Owner Officer (give title below) Other (specify below)
	3. Date of Earliest Transaction (Month/Day/Year) <u>04/02/2024</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person 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	04/02/2024		A		30,718 ⁽¹⁾	A	\$0 ⁽¹⁾	30,718	D	
Common stock, par value \$0.01 per share	04/02/2024		A		4,351,350 ⁽¹⁾	A	\$0 ⁽¹⁾	4,351,350	I	See footnote ⁽²⁾

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					

Explanation of Responses:

1. Reflects acquisition in connection with the consummation of the transactions (the "Transactions") contemplated by the Implementation Agreement, dated as of October 10, 2023, by and among Powerfleet, Inc. ("Powerfleet"), Main Street 2000 Proprietary Limited ("Powerfleet Sub"), and MiX Telematics Limited ("MiX Telematics"), pursuant to which, on April 2, 2024, Powerfleet Sub acquired all of the issued ordinary shares of MiX Telematics, including the ordinary shares represented by MiX Telematics' American Depositary Shares, through the implementation of a scheme of arrangement, in exchange for shares of common stock, par value \$0.01 per share, of Powerfleet. As a result of the Transactions, MiX Telematics became an indirect, wholly owned subsidiary of Powerfleet and former MiX Telematics shareholders now own common stock of Powerfleet. The closing price per share of Powerfleet common stock on April 1, 2024 (the last trading day prior to the closing date of the Transactions) was \$4.92.

2. These securities are directly owned by 786 Partners LP and 402 Fund LP. The reporting person has voting and investment power over such securities. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

/s/ Ian V. Jacobs

04/02/2024

** 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.