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

**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).

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 *<br><u>Brodsky Michael</u><br>_____<br>(Last) (First) (Middle)<br><u>C/O POWERFLEET, INC.</u><br><u>123 TICE BOULEVARD</u><br>_____<br>(Street)<br><u>WOODCLIFF LAKE NJ 07677</u><br>_____<br>(City) (State) (Zip) | 2. Issuer Name and Ticker or Trading Symbol<br><u>Powerfleet, Inc. [ PWFL ]</u> | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable)<br><input checked="" type="checkbox"/> Director 10% Owner<br>Officer (give title below) Other (specify below) |
|   | 3. Date of Earliest Transaction (Month/Day/Year)<br><u>05/16/2024</u>           |   |
|   | 4. If Amendment, Date of Original Filed (Month/Day/Year)                        | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br>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 Beneficial Ownership (Instr. 4) |
|--|--------------------------------------|--|--------------------------------|---|---|------------|--------------------|---|--|--|
|  |                                      |  | Code                           | V | Amount  | (A) or (D) | Price              |   |  |  |
| Common Stock, par value \$0.01 per share | 05/16/2024                           |  | A                              |   | 18,028 <sup>(1)</sup>   | A          | \$0 <sup>(1)</sup> | 275,206   | D  |  |
| Common Stock, par value \$0.01 per share |                                      |  |                                |   |   |            |                    | 76,000  | I  | By Vajra Fund I, L.P. <sup>(2)</sup>         |

**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 |   |  |  |   |  |
| Stock options (right to buy)               | \$5.45   | 05/16/2024                           |  | A                              |   | 35,920   |     | <sup>(3)</sup>   | 05/16/2034      | Common Stock, par value \$0.01 per share  | \$0 <sup>(3)</sup>                         | 35,920   | D   |  |

**Explanation of Responses:**

- On May 16, 2024 (the "Grant Date"), the reporting person was granted 18,028 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 services as a director of the Company. Subject to the terms and conditions of a restricted stock award agreement and the 2018 Plan, this award will vest in full on the first anniversary of the Grant Date, provided that the reporting person is serving as a director of the Company on such date.
- The reporting person, as the general partner of Vajra Fund I, L.P. ("Vajra Fund"), may be deemed to beneficially own the securities held by Vajra Fund. The reporting person disclaims beneficial ownership of such securities except to the extent of his pecuniary interest therein.
- On the Grant Date, the reporting person was granted options to purchase 35,920 shares of Common Stock under the 2018 Plan, in consideration of his services as a director of the Company. These options vest in equal installments on the last day of each fiscal quarter over a period of 10 fiscal quarters following the Grant Date, provided that the reporting person is serving as a director of the Company on each such date.

/s/ David Wilson, as Attorney-in-Fact for Michael Brodsky 06/03/2024

\*\* 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.