

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

FORM 8-K

**CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): January 30, 2026

POWERFLEET, INC.

(Exact Name of Registrant as Specified in its Charter)

<u>Delaware</u> (State or Other Jurisdiction of Incorporation)	<u>001-39080</u> (Commission File Number)	<u>83-4366463</u> (IRS Employer Identification No.)
<u>123 Tice Boulevard, Woodcliff Lake, New Jersey</u> (Address of Principal Executive Offices)		<u>07677</u> (Zip Code)

Registrant's telephone number, including area code (201) 996-9000

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

<u>Title of each class</u>	<u>Trading Symbol(s)</u>	<u>Name of each exchange on which registered</u>
<u>Common Stock, par value \$0.01 per share</u>	<u>AIOT</u>	<u>The Nasdaq Global Market</u>

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company ☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On January 30, 2026, Michael Brodsky notified the board of directors (the "Board") of Powerfleet, Inc. (the "Company") of his resignation as a director of the Company, effective immediately.

Item 8.01. Other Events.

On February 3, 2026, the Company issued a press release announcing Mr. Brodsky's resignation as a director of the Company and the appointment of Mr. Martin as Chairman of the Board. A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
<u>99.1</u>	<u>Press release, dated February 3, 2026.</u>
<u>104</u>	<u>Cover Page Interactive Data File (embedded within the Inline XBRL document).</u>

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

POWERFLEET, INC.

By: /s/ Steve Towe

Name: Steve Towe

Title: Chief Executive Officer

Date: February 3, 2026

Powerfleet Announces Andrew Martin as New Chairman

WOODCLIFF LAKE, N.J. – February 3, 2026 - Powerfleet, Inc. (Nasdaq: AIOT), a global leader in the artificial intelligence of things (AIoT) SaaS mobile asset industry, today announced a board leadership transition. The Board has appointed Andrew Martin as the new Chairman, effective immediately. Michael Brodsky has stepped down from the Board of Directors after 12 years of dedicated service.

“Having witnessed multiple iterations of Powerfleet for more than a decade I feel so privileged to have been part of this incredible journey,” said Michael Brodsky. “Undoubtedly, Powerfleet is now at its strongest, with a great vision being executed at pace, and I have full confidence in the company’s continued trajectory of growth.”

Andrew Martin, incoming Chairman, added: *“I’m honored to step into this role and help guide Powerfleet through its next exciting chapter of growth. On behalf of the entire Board, I want to thank Mike for his leadership and lasting impact on the business.”*

Mr. Martin has served on Powerfleet’s Board since 2024 and brings extensive experience in the investor community, technology, business strategy, and public company governance.

ABOUT POWERFLEET

Powerfleet (Nasdaq: **AIOT**; JSE: PWR) is a global leader in the artificial intelligence of things (AIoT) software-as-a-service (SaaS) mobile asset industry. With more than 30 years of experience, Powerfleet unifies business operations through the ingestion, harmonization, and integration of data, irrespective of source, and delivers actionable insights to help companies save lives, time, and money. Powerfleet’s ethos transcends our data ecosystem and commitment to innovation; our people-centric approach empowers our customers to realize impactful and sustained business improvement. The company is headquartered in New Jersey, United States, with offices around the globe. Explore more at www.powerfleet.com. Powerfleet has a primary listing on The Nasdaq Global Market and a secondary listing on the Main Board of the Johannesburg Stock Exchange (JSE).

Powerfleet Investor Contacts

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