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

OMB APPROVAL

OMB Number: 3235-0076
Estimated average burden
hours per response: 4.00

Notice of Exempt Offering of Securities

1. Issuer's Identity

CIK (Filer ID Number) [0001774170](#)
Name of Issuer [Powerfleet, Inc.](#)
Jurisdiction of Incorporation/Organization [DELAWARE](#)
Year of Incorporation/Organization
 Over Five Years Ago
 Within Last Five Years (Specify Year)
 Yet to Be Formed

Previous Names None
[PowerFleet, Inc.](#)

Entity Type
 Corporation
 Limited Partnership
 Limited Liability Company
 General Partnership
 Business Trust
 Other (Specify)

2. Principal Place of Business and Contact Information

Name of Issuer [Powerfleet, Inc.](#)
Street Address 1 [123 TICE BLVD.](#)
City [WOODCLIFF LAKE](#) State/Province/Country [NEW JERSEY](#) ZIP/PostalCode [07677](#) Phone Number of Issuer [201-996-9000](#)

3. Related Persons

Last Name [Towe](#) First Name [Steve](#) Middle Name
Street Address 1 [123 TICE BLVD.](#) Street Address 2
City [WOODCLIFF LAKE](#) State/Province/Country [NEW JERSEY](#) ZIP/PostalCode [07677](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

[Chief Executive Officer](#)

Last Name [Brodsky](#) First Name [Michael](#) Middle Name
Street Address 1 [123 TICE BLVD.](#) Street Address 2
City [WOODCLIFF LAKE](#) State/Province/Country [NEW JERSEY](#) ZIP/PostalCode [07677](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name [Jacobs](#) First Name [Ian](#) Middle Name
Street Address 1 [123 TICE BLVD.](#) Street Address 2
City [WOODCLIFF LAKE](#) State/Province/Country [NEW JERSEY](#) ZIP/PostalCode [07677](#)
Relationship: Executive Officer Director Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Martin	Andrew	
Street Address 1	Street Address 2	
123 TICE BLVD.		
City	State/Province/Country	ZIP/PostalCode
WOODCLIFF LAKE	NEW JERSEY	07677
Relationship: <input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
McConnell	Michael	
Street Address 1	Street Address 2	
123 TICE BLVD.		
City	State/Province/Country	ZIP/PostalCode
WOODCLIFF LAKE	NEW JERSEY	07677
Relationship: <input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

Last Name	First Name	Middle Name
Bates	Jonathan	
Street Address 1	Street Address 2	
123 TICE BLVD.		
City	State/Province/Country	ZIP/PostalCode
WOODCLIFF LAKE	NEW JERSEY	07677
Relationship: <input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

[Chief Product Officer](#)

Last Name	First Name	Middle Name
Ingram	Melissa	
Street Address 1	Street Address 2	
123 TICE BLVD.		
City	State/Province/Country	ZIP/PostalCode
WOODCLIFF LAKE	NEW JERSEY	07677
Relationship: <input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

[Chief Corporate Development Officer](#)

Last Name	First Name	Middle Name
Lehmann	Offe	
Street Address 1	Street Address 2	
123 TICE BLVD.		
City	State/Province/Country	ZIP/PostalCode
WOODCLIFF LAKE	NEW JERSEY	07677
Relationship: <input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

[Chief Operating Officer](#)

Last Name	First Name	Middle Name
Lewis	Catherine	
Street Address 1	Street Address 2	
123 TICE BLVD.		
City	State/Province/Country	ZIP/PostalCode
WOODCLIFF LAKE	NEW JERSEY	07677
Relationship: <input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter

Clarification of Response (if Necessary):

[Chief Customer Officer](#)

Last Name Tasker	First Name Charles	Middle Name
Street Address 1 123 TICE BLVD.	Street Address 2	
City WOODCLIFF LAKE	State/Province/Country NEW JERSEY	ZIP/PostalCode 07677
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Chief Revenue Officer

Last Name Wilson	First Name David	Middle Name
Street Address 1 123 TICE BLVD.	Street Address 2	
City WOODCLIFF LAKE	State/Province/Country NEW JERSEY	ZIP/PostalCode 07677
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Chief Financial Officer and Corporate Secretary

Last Name Zeitunian	First Name Jim	Middle Name
Street Address 1 123 TICE BLVD.	Street Address 2	
City WOODCLIFF LAKE	State/Province/Country NEW JERSEY	ZIP/PostalCode 07677
Relationship: <input checked="" type="checkbox"/> Executive Officer <input type="checkbox"/> Director <input type="checkbox"/> Promoter		

Clarification of Response (if Necessary):

Chief Technology Officer

4. Industry Group

- | | | |
|--|---|--|
| <input type="checkbox"/> Agriculture | <input type="checkbox"/> Health Care | <input type="checkbox"/> Retailing |
| <input type="checkbox"/> Banking & Financial Services | <input type="checkbox"/> Biotechnology | <input type="checkbox"/> Restaurants |
| <input type="checkbox"/> Commercial Banking | <input type="checkbox"/> Health Insurance | <input type="checkbox"/> Technology |
| <input type="checkbox"/> Insurance | <input type="checkbox"/> Hospitals & Physicians | <input type="checkbox"/> Computers |
| <input type="checkbox"/> Investing | <input type="checkbox"/> Pharmaceuticals | <input type="checkbox"/> Telecommunications |
| <input type="checkbox"/> Investment Banking | <input type="checkbox"/> Other Health Care | <input checked="" type="checkbox"/> Other Technology |
| <input type="checkbox"/> Pooled Investment Fund | <input type="checkbox"/> Manufacturing | <input type="checkbox"/> Travel |
| Is the issuer registered as
an investment company under
the Investment Company
Act of 1940? | <input type="checkbox"/> Real Estate | <input type="checkbox"/> Airlines & Airports |
| <input type="checkbox"/> Yes <input type="checkbox"/> No | <input type="checkbox"/> Commercial | <input type="checkbox"/> Lodging & Conventions |
| <input type="checkbox"/> Other Banking & Financial Services | <input type="checkbox"/> Construction | <input type="checkbox"/> Tourism & Travel Services |
| <input type="checkbox"/> Business Services | <input type="checkbox"/> REITS & Finance | <input type="checkbox"/> Other Travel |
| <input type="checkbox"/> Energy | <input type="checkbox"/> Residential | <input type="checkbox"/> Other |
| <input type="checkbox"/> Coal Mining | <input type="checkbox"/> Other Real Estate | |
| <input type="checkbox"/> Electric Utilities | | |
| <input type="checkbox"/> Energy Conservation | | |
| <input type="checkbox"/> Environmental Services | | |
| <input type="checkbox"/> Oil & Gas | | |
| <input type="checkbox"/> Other Energy | | |

5. Issuer Size

Revenue Range	OR	Aggregate Net Asset Value Range
<input type="checkbox"/> No Revenues		<input type="checkbox"/> No Aggregate Net Asset Value
<input type="checkbox"/> \$1 - \$1,000,000		<input type="checkbox"/> \$1 - \$5,000,000
<input type="checkbox"/> \$1,000,001 - \$5,000,000		<input type="checkbox"/> \$5,000,001 - \$25,000,000
<input type="checkbox"/> \$5,000,001 - \$25,000,000		<input type="checkbox"/> \$25,000,001 - \$50,000,000
<input type="checkbox"/> \$25,000,001 - \$100,000,000		<input type="checkbox"/> \$50,000,001 - \$100,000,000
<input type="checkbox"/> Over \$100,000,000		<input type="checkbox"/> Over \$100,000,000
<input checked="" type="checkbox"/> Decline to Disclose		<input type="checkbox"/> Decline to Disclose
<input type="checkbox"/> Not Applicable		<input type="checkbox"/> Not Applicable

6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

<input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii))	<input type="checkbox"/> Investment Company Act Section 3(c)	
<input type="checkbox"/> Rule 504 (b)(1)(i)	<input type="checkbox"/> Section 3(c)(1)	<input type="checkbox"/> Section 3(c)(9)
<input type="checkbox"/> Rule 504 (b)(1)(ii)	<input type="checkbox"/> Section 3(c)(2)	<input type="checkbox"/> Section 3(c)(10)
<input type="checkbox"/> Rule 504 (b)(1)(iii)	<input type="checkbox"/> Section 3(c)(3)	<input type="checkbox"/> Section 3(c)(11)
<input checked="" type="checkbox"/> Rule 506(b)	<input type="checkbox"/> Section 3(c)(4)	<input type="checkbox"/> Section 3(c)(12)
<input type="checkbox"/> Rule 506(c)	<input type="checkbox"/> Section 3(c)(5)	<input type="checkbox"/> Section 3(c)(13)
<input type="checkbox"/> Securities Act Section 4(a)(5)	<input type="checkbox"/> Section 3(c)(6)	<input type="checkbox"/> Section 3(c)(14)
	<input type="checkbox"/> Section 3(c)(7)	

7. Type of Filing

New Notice Date of First Sale [2024-10-01](#) First Sale Yet to Occur

Amendment

8. Duration of Offering

Does the Issuer intend this offering to last more than one year? Yes No

9. Type(s) of Securities Offered (select all that apply)

<input checked="" type="checkbox"/> Equity	<input type="checkbox"/> Pooled Investment Fund Interests
<input type="checkbox"/> Debt	<input type="checkbox"/> Tenant-in-Common Securities
<input type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security	<input type="checkbox"/> Mineral Property Securities
<input type="checkbox"/> Security to be Acquired Upon Exercise of Option, Warrant or Other Right to Acquire Security	<input type="checkbox"/> Other (describe)

10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer? Yes No

Clarification of Response (if Necessary):

The offering was made in connection with Powerfleet, Inc.'s acquisition of Golden Eagle Holdings, Inc., Golden Eagle Canada Holdings, Inc. and Complete Innovations Holdings Inc. and for working capital and general corporate purposes.

11. Minimum Investment

Minimum investment accepted from any outside investor \$0 USD

12. Sales Compensation

Recipient	Recipient CRD Number <input type="checkbox"/> None
William Blair & Company, L.L.C.	1252
(Associated) Broker or Dealer <input checked="" type="checkbox"/> None	(Associated) Broker or Dealer CRD Number <input checked="" type="checkbox"/> None
None	None
Street Address 1	Street Address 2
1166 Avenue of the Americas	20th Floor

City
New York
State/Province/Country
NEW YORK
ZIP/Postal Code
10036
State(s) of Solicitation (select all that apply)
Check "All States" or check individual States All States Foreign/non-US
 CALIFORNIA
 DELAWARE
 FLORIDA
 NEW YORK
 TEXAS

Recipient
Craig Hallum Capital Group LLC
(Associated) Broker or Dealer None
None
Street Address 1
22 South Ninth Street
City
Minneapolis
State(s) of Solicitation (select all that apply)
Check "All States" or check individual States All States Foreign/non-US
 CALIFORNIA
 DELAWARE
 FLORIDA
 NEW YORK
 TEXAS
Recipient CRD Number None
121395
(Associated) Broker or Dealer CRD Number None
None
Street Address 2
Suite 350
State/Province/Country
MINNESOTA
ZIP/Postal Code
55402

Recipient
Roth Capital Partners, LLC
(Associated) Broker or Dealer None
None
Street Address 1
888 San Clemente Drive
City
Newport Beach
State(s) of Solicitation (select all that apply)
Check "All States" or check individual States All States Foreign/non-US
 CALIFORNIA
 DELAWARE
 FLORIDA
 NEW YORK
 TEXAS
Recipient CRD Number None
15407
(Associated) Broker or Dealer CRD Number None
None
Street Address 2
Suite 400
State/Province/Country
CALIFORNIA
ZIP/Postal Code
92660

Recipient
Barrington Research Associates Inc.
(Associated) Broker or Dealer None
None
Street Address 1
161 N. Clark Street
City
Chicago
State(s) of Solicitation (select all that apply)
Check "All States" or check individual States All States Foreign/non-US
 CALIFORNIA
 DELAWARE
 FLORIDA
 NEW YORK
 TEXAS
Recipient CRD Number None
13820
(Associated) Broker or Dealer CRD Number None
None
Street Address 2
Suite 2950
State/Province/Country
ILLINOIS
ZIP/Postal Code
60601

Recipient
Recipient CRD Number None

FirstRand Bank Limited

None

(Associated) Broker or Dealer None

(Associated) Broker or Dealer CRD Number None

None

None

Street Address 1

Street Address 2

PO Box 650149

City

State/Province/Country

ZIP/Postal Code

Benmore

SOUTH AFRICA

2010

State(s) of Solicitation (select all that apply)
Check "All States" or check individual States All States

Foreign/non-US

13. Offering and Sales Amounts

Total Offering Amount \$70,000,000 USD or Indefinite

Total Amount Sold \$70,000,000 USD

Total Remaining to be Sold \$0 USD or Indefinite

Clarification of Response (if Necessary):

14. Investors

Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, and enter the number of such non-accredited investors who already have invested in the offering.

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

15. Sales Commissions & Finder's Fees Expenses

Provide separately the amounts of sales commissions and finders fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$3,500,000 USD Estimate

Finders' Fees \$0 USD Estimate

Clarification of Response (if Necessary):

16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$0 USD Estimate

Clarification of Response (if Necessary):

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking SUBMIT below to file this notice.

Terms of Submission

In submitting this notice, each issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, in the accordance with applicable law, the information furnished to offerees.*
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against the issuer in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that, if the issuer is claiming a Regulation D exemption for the offering, the issuer is not disqualified from relying on Rule 504 or Rule 506 for one of the reasons stated in Rule 504(b)(3) or Rule 506(d).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
Powerfleet, Inc.	/s/ David Wilson	David Wilson	Chief Financial Officer	2024-10-16

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.

* This undertaking does not affect any limits Section 102(a) of the National Securities Markets Improvement Act of 1996 ("NSMIA") [Pub. L. No. 104-290, 110 Stat. 3416 (Oct. 11, 1996)] imposes on the ability of States to require information. As a result, if the securities that are the subject of this Form D are "covered securities" for purposes of NSMIA, whether in all instances or due to the nature of the offering that is the subject of this Form D, States cannot routinely require offering materials under this undertaking or otherwise and can require offering materials only to the extent NSMIA permits them to do so under NSMIA's preservation of their anti-fraud authority.
