

FORM 4

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person * Frumberg Charles		2. Issuer Name and Ticker or Trading Symbol PowerFleet, Inc. [PWFL]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner Officer (give title below) <input type="checkbox"/> Other (specify below)	
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 07/10/2020		
C/O POWERFLEET, INC., 123 TICE BOULEVARD					
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)		
WOODCLIFF LAKE, NJ 07677			6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(City)			(State)		
(Zip)					

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	07/10/2020		A		25,053 (1)	A	\$ 0 (1)	66,430	D	
Common Stock, par value \$0.01 per share								1,502,559	I	See footnote (2)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Underlying Securities (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 of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frumberg Charles C/O POWERFLEET, INC. 123 TICE BOULEVARD WOODCLIFF LAKE, NJ 07677	X			

Signatures

/s/ Ned Mavrommatis, as Attorney-in-Fact for Charles Frumberg	07/13/2020
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Explanation of Responses:

* 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).

(1) On July 10, 2020 (the "Grant Date"), Charles Frumberg (the "Reporting Person") was granted 25,053 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 July 10, 2021, provided that the Reporting Person is serving as a director of the Company on such date.

(2) These securities are directly held by (i) Emancipation Capital Master, Ltd. ("Emancipation Master") and (ii) Emancipation Capital SPV IV LLC ("Emancipation SPV IV"). Emancipation Management LLC ("Emancipation Management") serves as the investment manager of Emancipation Master and Emancipation SPV IV. Emancipation Capital LLC ("Emancipation Capital") is the managing member of Emancipation SPV IV. Charles Frumberg (the "Reporting Person") is the managing member of Emancipation Management and Emancipation Capital. By virtue of the foregoing relationships, the Reporting Person may be deemed to indirectly beneficially own the securities directly held by Emancipation Master and Emancipation SPV IV. The Reporting Person disclaims beneficial ownership of such securities, except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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