

# 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 * <b>Mahlab David</b>		2. Issuer Name and Ticker or Trading Symbol <b>PowerFleet, Inc. [PWFL]</b>		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) Other (specify below)	
(Last) (First) (Middle) <b>C/O POWERFLEET, INC., 123 TICE BOULEVARD</b>		3. Date of Earliest Transaction (Month/Day/Year) <b>08/04/2020</b>			
(Street) <b>WOODCLIFF, NJ 07677</b>		4. If Amendment, Date Original Filed(Month/Day/Year)		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	08/04/2020		S(1)		29,272	D	\$ 6.0481 (2)	370,162	D	
Common Stock, par value \$0.01 per share	08/05/2020		S(1)		17,936	D	\$ 6.019 (3)	352,226	D	
Common Stock, par value \$0.01 per share	08/06/2020		S(1)		2,792	D	\$ 6.349 (4)	349,434	D	

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
Mahlab David C/O POWERFLEET, INC. 123 TICE BOULEVARD WOODCLIFF, NJ 07677	X			

# Signatures

/s/ Ned Mavrommatis, as Attorney-In-Fact for David Mahlab

 Signature of Reporting Person

08/06/2020

Date

## 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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by David Mahlab (the "Reporting Person").

The price reported is a weighted average price. These shares were sold in multiple transactions on August 4, 2020 at prices ranging from \$6.00 to \$6.19. The Reporting

(2) Person undertakes to provide upon request by the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission full information regarding the number of shares sold at each separate price.

The price reported is a weighted average price. These shares were sold in multiple transactions on August 5, 2020 at prices ranging from \$6.00 to \$6.25. The Reporting

(3) Person undertakes to provide upon request by the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission full information regarding the number of shares sold at each separate price.

The price reported is a weighted average price. These shares were sold in multiple transactions on August 6, 2020 at prices ranging from \$6.17 to \$6.49. The Reporting

(4) Person undertakes to provide upon request by the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission full information regarding the number of shares sold at each separate price.

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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