

**UNITED STATES SECURITIES AND EXCHANGE
COMMISSION**

Washington, D.C. 20549

OMB APPROVAL

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**INITIAL STATEMENT OF 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

1. Name and Address of Reporting Person* Ingram Melissa Rose	2. Date of Event Requiring Statement (Month/Day/Year) 04/02/2024	3. Issuer Name and Ticker or Trading Symbol Powerfleet, Inc. [PWFL]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner X Officer Other (give title below) (specify below) See remarks	5. If Amendment, Date of Original Filed (Month/Day/Year)
(Last) (First) (Middle) C/O POWERFLEET, INC. 123 TICE BOULEVARD			
(Street) WOODCLIFF NJ 07677			
(City) (State) (Zip)			6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I – Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, par value \$0.01 per share	43,566	D	

**Table II – Derivative Securities Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Options (right to buy)	(1)	03/08/2032	Common Stock, par value \$0.01 per share	65,000	\$2.98	D	
Employee Stock Options (right to buy)	(2)	03/08/2032	Common Stock, par value \$0.01 per share	130,000	\$2.98	D	
Employee Stock Options (right to buy)	(3)	05/26/2033	Common Stock, par value \$0.01 per share	25,000	\$3.13	D	
Employee Stock Options (right to buy)	(4)	05/26/2033	Common Stock, par value \$0.01 per share	35,000	\$3.13	D	

Explanation of Responses:

- On March 8, 2022, the reporting person was granted options to purchase 65,000 shares of common stock, par value \$0.01 per share ("Common Stock"), of Powerfleet, Inc. ("Powerfleet"). These options have vested in full as of the date of this report.
- On March 8, 2022, the reporting person was granted options to purchase 130,000 shares of Common Stock of Powerfleet. The shares underlying these options will vest in full if the volume weighted average price of the Common Stock during a consecutive 60 trading day period (the "60 Day VWAP") reaches \$12.00 per share, provided that the reporting person is employed by Powerfleet on such date.
- On May 26, 2023, the reporting person was granted options to purchase 25,000 shares of Common Stock of Powerfleet. These options have vested in full as of the date of this report.

4. On May 26, 2023, the reporting person was granted options to purchase 35,000 shares of Common Stock of Powerfleet. The shares underlying these options will vest in full if the 60 Day VWAP reaches \$12.00 per share, provided that the reporting person is employed by Powerfleet on such date.

Remarks:

Melissa Rose Ingram is the Chief Corporate Development Officer of Powerfleet. Exhibit 24 - Power of Attorney

/s/ Melissa Rose Ingram

04/12/2024

** 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 5(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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Steve Towe and David Wilson his or her true and lawful attorneys-in-fact to:

1. execute for and on behalf of the undersigned (i) Schedules 13D and 13G, Form ID, and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), and the rules thereunder, and (ii) Form 144 in accordance with Rule 144 of the Securities Act of 1933, as amended (the "Securities Act"), and the rules thereunder;
2. do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete the execution of any such Schedules 13D or 13G, Form ID application for EDGAR codes, and Forms 3, 4, 5 or 144, and the timely filing of such Forms with the United States Securities and Exchange Commission and any other authority; and
3. take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorneys-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, including, without limitation, the execution and filing of a Form 4 with respect to a transaction which may be reported on a Form 5, it being understood that the documents executed by such attorneys-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorneys-in-fact may approve in their discretion.

The undersigned hereby grants to such attorneys-in-fact full power and authority to do and perform all and every act and thing whatsoever requisite, necessary and proper to be done in the exercise of any of the rights and powers herein granted, as fully and to all intents and purposes as she might or could do in person, with full power of substitution and resubstitution, hereby ratifying and confirming all that such attorneys-in-fact, or their substitute or substitutes, shall lawfully do or cause to be done by virtue of this Power of Attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming any of the undersigned's responsibilities to comply with Sections 13 and 16 of the Exchange Act and Rule 144 of the Securities Act.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file any Schedules 13D and 13G and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Exchange Act and the rules thereunder and any Form 144 in accordance with Rule 144 of the Securities Act and the rules thereunder with respect to the undersigned's holdings of and transactions in securities issued by Powerfleet, Inc., unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

This Power of Attorney hereby revokes any other powers of attorney previously executed by the undersigned with respect to the execution and filing of any Schedules 13D and 13G, Form ID and Forms 3, 4 and 5 in accordance with Sections 13 and 16(a) of the Exchange Act and the rules thereunder and any Form 144 in accordance with Rule 144 of the Securities Act and the rules thereunder with respect to the undersigned's holdings of and transactions in securities issued by Powerfleet, Inc.

[Signature Page Follows]

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12th day of April 2024.

By: /s/ Melissa Ingram

Name: Melissa Ingram
