

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

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

MITC, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

27-0016420

(I.R.S. Employer
Identification No.)

28 West Grand Avenue, Suite 3, Montvale, NJ 07645
(Address of Principal Executive Offices)

MITC, Inc. 2012 Stock Incentive Plan
(Full title of the plan)

David Lucatz
President and Chief Executive Officer
MITC, Inc.

28 West Grand Avenue, Suite 3
Montvale, NJ 07645
201-225-0190

(Name, Address and Telephone Number of Agent For Service)

Copies to:

Oded Har-Even, Esq.
Howard E. Berkenblit, Esq.
Zysman, Aharoni, Gayer and
Sullivan & Worcester LLP
1633 Broadway
New York, NY 10019
Telephone: (212) 660-3000
Facsimilie: (212) 660-3001

Indicate by check mark whether the registrant is a large accelerated filer, accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer
Non-accelerated filer

Accelerated filer
Smaller reporting company
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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be registered (1)	Proposed maximum offering price per share	Proposed maximum aggregate offering price	Amount of registration fee (2)
Shares of common stock, \$0.001 par value per share (3)	2,000,000	\$ 0.92	\$ 1,840,000	\$ 223.01

- (1) Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement also covers an indeterminate number of additional securities which may be offered and issued to prevent dilution resulting from stock splits, stock dividends, recapitalizations or similar transactions.
- (2) The fee is based on the number of shares of common stock which may be issued under the plan this registration statement relates to and is estimated in accordance with Rule 457(c) and (h) under the Securities Act solely for the purpose of calculating the registration fee based upon the average of the high and low sales price of the Company's common stock as reported on the Nasdaq Capital Market on January 23, 2019.
- (3) Represents shares of common stock issuable upon awards to be granted pursuant to the MICT, Inc. 2012 Stock Incentive Plan (the "2012 Plan").

EXPLANATORY NOTE

On October 31, 2014, MICT, Inc. (the “Company”) filed a Registration Statement on Form S-8 (File No. 333-199752) (the “Original Registration Statement”) with the U.S. Securities and Exchange Commission (the “Commission”) to register an aggregate of 750,000 shares of the Company’s common stock that may be issued pursuant to the Company’s 2012 Plan. On November 20, 2015, the Company filed a Registration Statement on Form S-8 (File No. 333-208126) (the “Second Registration Statement”) with the Commission to register an additional 250,000 shares of the Company’s common stock as a result of an increase in the number of shares of common stock issuable pursuant to the 2012 Plan. On December 29, 2017, the Company filed a Registration Statement on Form S-8 (File No. 333-222361) (the “Third Registration Statement”) with the Commission to register an additional 2,000,000 shares of the Company’s common stock as a result of an increase in the number of shares of common stock issuable pursuant to the 2012 Plan.

On December 26, 2018, the Company’s stockholders approved an amendment to the 2012 Plan increasing the number of shares authorized for issuance under the 2012 Plan by 2,000,000 shares from 3,000,000 to 5,000,000.

The Company is filing this Registration Statement on Form S-8 to register an additional 2,000,000 shares of the Company’s common stock which may be issued in connection with securities awards which may hereafter be granted under the 2012 Plan.

Pursuant to General Instruction E to Form S-8, the contents of the Original Registration Statement and the Second Registration Statement are incorporated herein by reference, except for Item 3 and Item 8 of Part II of the Original Registration Statement and the Second Registration Statement, which are being updated by this registration statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The following documents, which have been filed by the Company with the Commission are incorporated by reference in and made a part of this registration statement, as of their respective dates:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017, as filed with the Commission on April 13, 2018;
- (b) The Company's Quarterly Report on Form 10-Q for the fiscal quarters ended March 31, 2018, June 30, 2018 and September 30, 2018, as filed with the Commission on May 15, 2018, August 13, 2018 and November 19, 2018, respectively;
- (c) The Company's Current Reports on Form 8-K, as filed with the Commission on January 2, 2018, January 16, 2018, February 22, 2018, April 4, 2018, May 11, 2018, May 24, 2018, June 8, 2018, July 13, 2018, December 14, 2018, December 21, 2018, December 26, 2018 and January 24, 2019;
- (d) The description of the Company's common stock contained in its Registration Statement on Form 8-A filed with the Commission on March 27, 2013, including any amendments and reports filed for the purpose of updating such description.

All documents subsequently filed by us with the Commission pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be part hereof from the date of filing of such documents.

Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement herein, or in any subsequently filed document which also is or is deemed to be incorporated by reference, modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 8. Exhibits.

- 4.1 [Composite Copy of the Company's Certificate of Incorporation, as amended on July 13, 2018 \(Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 13, 2018\).](#)
- 4.2 [Amended and Restated Bylaws of the Company \(Incorporated by reference to Exhibit 3.5 of Amendment No. 2 to the Company's Registration Statement on Form S-1 \(File No. 333-185470\), filed with the Securities and Exchange Commission on March 18, 2013\).](#)
- 5.1 [Opinion of Zysman, Aharoni, Gayer and Sullivan & Worcester LLP.](#)
- 23.1 [Consent of Ziv Haft, BDO member firm.](#)
- 23.2 [Consent of Zysman, Aharoni, Gayer and Sullivan & Worcester LLP \(contained in Exhibit 5.1\).](#)
- 24.1 [Power of Attorney \(included on signature page\).](#)
- 99.1 [The Company's Amended and Restated 2012 Stock Incentive Plan \(Incorporated by reference to Exhibit B to the Company's Proxy Statement on Schedule 14A filed with the Commission on November 8, 2018\).](#)

Exhibit Index

- 4.1 [Composite Copy of the Company's Certificate of Incorporation, as amended on July 13, 2018 \(Incorporated by reference to Exhibit 3.1 to the Company's Quarterly Report on Form 10-Q filed with the Securities and Exchange Commission on August 13, 2018\).](#)
- 4.2 [Amended and Restated Bylaws of the Company \(Incorporated by reference to Exhibit 3.5 of Amendment No. 2 to the Company's Registration Statement on Form S-1 \(File No. 333-185470\), filed with the Securities and Exchange Commission on March 18, 2013\).](#)
- 5.1 [Opinion of Zysman, Aharoni, Gayer and Sullivan & Worcester LLP.](#)
- 23.1 [Consent of Ziv Haft, BDO member firm.](#)
- 23.2 [Consent of Zysman, Aharoni, Gayer and Sullivan & Worcester LLP \(contained in Exhibit 5.1\).](#)
- 24.1 [Power of Attorney \(included on signature page\).](#)
- 99.1 [The Company's Amended and Restated 2012 Stock Incentive Plan \(Incorporated by reference to Exhibit B to the Company's Proxy Statement on Schedule 14A filed with the Commission on November 8, 2018\).](#)

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement on Form S-8 to be signed on its behalf by the undersigned, thereunto duly authorized, in Montvale, New Jersey on the 29 day of January, 2019.

MICT, INC.

By: /s/ David Lucatz
Name: David Lucatz
Title: President, Chief Executive Officer and Chairman of the Board

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of MICT, Inc., hereby severally constitute and appoints David Lucatz, individually, as our true and lawful attorney to sign for us and in our names in the capacities indicated below any and all amendments or supplements, including any post-effective amendments, to this registration statement on Form S-8 and to file the same, with exhibits thereto and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming our signatures to said amendments to this registration statement signed by our said attorney and all else that said attorney may lawfully do and cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act, this registration statement on Form S-8 has been signed below by the following persons in the capacities and on the dates indicated.

<u>Person</u>	<u>Capacity</u>	<u>Date</u>
<u>/s/ David Lucatz</u> David Lucatz	President, Chief Executive Officer and Chairman of the Board (principal executive officer)	January 29, 2019
<u>/s/ Moran Amran</u> Moran Amran	Controller (principal financial officer)	January 29, 2019
<u>/s/ Jeffrey P. Bialos</u> Jeffrey P. Bialos	Director	January 29, 2019
<u>/s/ Miki Balin</u> Miki Balin	Director	January 29, 2019
<u>/s/ Chezy (Yehezkel) Ofir</u> Chezy (Yehezkel) Ofir	Director	January 29, 2019



ZAG-S&W
1633 Broadway
New York, NY 10019

T +212 660 3000
F +212 660 3001
www.zag-sw.com

January 29, 2019

MICT, Inc.
28 West Grand Avenue, Suite 3,
Montvale, NJ 07645

Re: MICT, Inc. Registration Statement on Form S-8

Ladies and Gentlemen:

In connection with the registration under the Securities Act of 1933, as amended (the "Act"), by MICT, Inc., a Delaware corporation (the "Company"), of 2,000,000 shares of its common stock, par value \$0.001 per share (the "Registered Shares"), that are to be offered and may be issued under the MICT, Inc. 2012 Stock Incentive Plan (the "Plan"), the following opinion is furnished to you to be filed with the Securities and Exchange Commission (the "Commission") as Exhibit 5.1 to the Company's Registration Statement on Form S-8 (the "Registration Statement") under the Act.

We have acted as counsel to the Company in connection with the Registration Statement, and we have examined originals or copies, certified or otherwise identified to our satisfaction, of the Registration Statement, the Certificate of Incorporation of the Company as presently in effect, the bylaws, minute books and corporate records of the Company, and such other documents as we have considered necessary in order to furnish the opinion hereinafter set forth.

We express no opinion herein as to any laws other than the Delaware General Corporation Law, and we express no opinion as to state securities or blue sky laws.

Based on and subject to the foregoing, we are of the opinion that, when issued in accordance with the terms of the Plan and the options or other rights granted thereunder, the Registered Shares will be duly authorized, validly issued, fully paid and nonassessable by the Company.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to our firm in the Prospectus forming a part of the Registration Statement. In giving such consent, we do not thereby admit that we come within the category of persons whose consent is required under Section 7 of the Act or the rules and regulations of the Commission promulgated thereunder.

Very truly yours,

/s/ Zysman, Aharoni, Gayer and Sullivan & Worcester LLP

ZYSMAN, AHARONI, GAYER AND SULLIVAN & WORCESTER LLP



Ziv Haft
Head Office: Amot Bituach House Bldg. B
48 Dereh Menahem Begin Rd.
Tel Aviv 66180, Israel
www.bdo.co.il E-mail: bdo@bdo.co.il

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8 of our report dated April 13, 2018, relating to the consolidated financial statements of MICT, Inc. ("the Company") included in the Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2017.

We also consent to the reference to us under the caption "Experts" in the Registration Statement.

/s/ Ziv Haft

Ziv Haft
Certified Public Accountants (Isr.)
BDO Member Firm

Tel Aviv, Israel
January 29, 2019