

OMB APPROVAL	
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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

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

1. Name and Address of Reporting Person * <u>Prior-Palmer Simon Erroll</u> (Last) (First) (Middle) <u>19 EARLS COURT GARDENS</u> (Street) <u>LONDON X0 SW5 0SZ</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MICT, Inc. [MICT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	
	3. Date of Earliest Transaction (Month/Day/Year) <u>11/11/2019</u>		
	4. If Amendment, Date of Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

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	11/11/2019		A		80,400	A	\$1.113	1,250,045	D	
Common Stock	11/12/2019		A		58,500	A	\$1.035	1,308,545	D	
Common Stock	11/14/2019		A		61,500	A	\$1.088	1,370,045	D	
Common Stock	11/18/2019		A		60,391	A	\$0.888	1,430,436	D	
Common Stock	11/19/2019		A		82,000	A	\$1	1,512,436	D	
Common Stock	11/20/2019		A		34,600	A	\$1.018	1,547,036	D	
Common Stock	11/21/2019		A		96,000	A	\$1.042	1,643,036	D	
Common Stock	01/23/2020		A		33,000	A	\$1.076	1,676,036	D	
Common Stock	01/29/2020		A		52,000	A	\$1.154	1,728,036	D	
Common Stock	01/30/2020		A		6,500	A	\$1.192	1,734,536	D	
Common Stock	02/21/2020		A		43,085	A	\$1.098	1,777,621	D	
Common Stock	02/24/2020		A		31,915	A	\$1.093	1,809,536	D	
Common Stock	03/17/2020		A		45,000	A	\$0.78	1,854,536	D	
Common Stock	03/19/2020		A		376,000	A	\$0.061	2,230,536	D	
Common Stock	03/20/2020		A		15,727	A	\$0.775	2,246,263	D	
Common Stock	03/23/2020		A		6,673	A	\$0.771	2,252,936	D	
Common Stock	03/31/2020		A		39,275	A	\$0.728	2,292,211	D	
Common Stock	04/02/2020		A		1,463	A	\$0.887	2,293,674	D	
Common Stock	04/06/2020		A		9,262	A	\$0.987	2,302,936	D	
Common Stock	04/08/2020		A		35,824	A	\$1.006	2,338,760	D	

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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Convertible Note	\$1.1	04/21/2020		P		1,042,568 ⁽¹⁾		(2)(3)	(2)(3)	Common Stock	\$1.1	1,042,568	D	

Explanation of Responses:

- On April 21, 2020, Mr. Prior Palmer purchased from the Issuer Convertible Notes with an aggregate principal amount of approximately \$1,146,825. The Convertible Notes are convertible into Shares of Issuer Common Stock at a conversion price of \$1.10 per Share. Therefore, the Convertible Notes are initially convertible into approximately 1,042,568 shares.
- Subject to approval of the Issuer's stockholders of an increase in the number of the Issuer's authorized shares of common stock to allow for the conversion of the Convertible Notes into MICT's common stock, the Convertible Notes shall be convertible into common stock at the option of the purchasers at any time and from time to time. The Issuer may not effect any conversion of the Convertible Note, and a holder of the Convertible Note does not have the right to convert any portion of the Convertible Note, to the extent that, after giving effect to the attempted conversion, such holder would beneficially own a number of shares in excess of 19.99% of the shares of Issuer Common Stock then issued and outstanding.

3. Upon the occurrence of certain events, including, if approval from MICT's shareholders with respect to the issuance of shares of common stock underlying the Convertible Notes, as required by the applicable rules and regulations of Nasdaq, is not obtained by June 30, 2020, or if MICT has failed to amend its certificate of incorporation to increase the number of shares authorized for issuance to cover the Conversion Shares by June 30, 2020, the purchasers are permitted to require the Issuer to redeem the Convertible Notes, including any interest that has accrued thereunder, for cash.

/s/ Simon Erroll Prior-Palmer

06/30/2020

** 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 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).

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.