

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

**CURRENT REPORT  
Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): August 18, 2013

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**MICRONET ENERTEC TECHNOLOGIES, INC.**

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(Exact name of registrant as specified in its charter)

Delaware	001-35850	27-0016420
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
70 Kinderkamack Road, Emerson, New Jersey		07630
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: (201) 225-0190

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(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions ~~see~~ General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 7.01. Regulation FD Disclosure.**

Beginning August 19, 2013, Micronet Enertec Technologies, Inc. (the “Company”) intends to use the investor presentation materials filed herewith, in whole or in part, in one or more meetings or telephone conferences with current and prospective investors. A copy of the investor presentation materials is attached hereto as Exhibit 99.1 and is hereby incorporated by reference.

The information in this Item 7.01 and Exhibit 99.1 attached hereto is being furnished and shall not be deemed “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section and shall not be deemed incorporated by reference into any filing by the Company under the Securities Act or the Exchange Act, unless specifically identified therein as being incorporated by reference therein.

**Item 8.01. Other Events.**

On August 18, 2013, the Company completed the purchase of 600,000 ordinary shares of Micronet Ltd (“Micronet”), its subsidiary, at a purchase price of 4 NIS per share (approximately \$1.12 currently). The aggregate purchase price of such shares amounted to approximately \$674,000. As a result of this transaction, the Company owns 54.3% of the outstanding ordinary shares of Micronet.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<b>Exhibit No.</b>	<b>Description</b>
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99.1	Investor Presentation of Micronet Enertec Technologies, Inc.
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## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

MICRONET ENERTEC TECHNOLOGIES, INC.

Dated: August 19, 2013

By: /s/ David Lucatz  
Name: David Lucatz  
Title: President and Chief Executive Officer

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# Always in Front

## Investor Presentation

August 2013



This presentation contains forward-looking statements. All statements other than statements of historical facts contained in this presentation, including statements regarding Micronet Enertec's future results of operations and financial position, financial targets, business strategy, plans and objectives for future operations, are forward-looking statements. The Company has based these forward-looking statements largely on its current estimates of its financial results and its current expectations and projections about future events and financial trends that it believes may affect its financial condition, results of operations, business strategy, short-term and long-term business operations and objectives, and financial needs as of the date of this presentation. These forward-looking statements are subject to a number of risks, uncertainties and assumptions. Moreover, the Company operates in a very competitive and rapidly changing environment. New risks emerge from time to time. It is not possible for Company management to predict all risks, nor can the Company assess the impact of all factors on its business or the extent to which any factor, or combination of factors, may cause actual results to differ materially from those contained in any forward-looking statements the Company may make. In light of these risks, uncertainties and assumptions, the forward-looking events and circumstances discussed in this presentation may not occur and actual results could differ materially and adversely from those anticipated or implied in the forward-looking statements.

More detailed information about the risk factors affecting the Company's performance is available under the heading "Risk Factors" in the Company's Annual Report on form 10-K filed with the Securities and Exchange Commission (the "SEC") on March 29, 2013, which is available on the SEC's website, [www.sec.gov](http://www.sec.gov). Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analyses only as of the date hereof. The Company neither intends to, nor assumes any obligation to, update or revise these forward-looking statements in light of developments that differ from those anticipated.

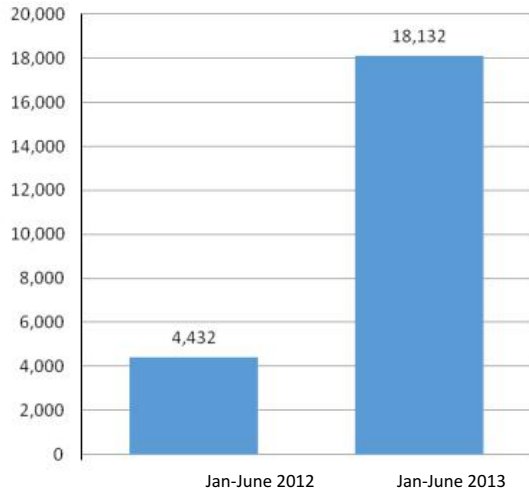
The pro forma condensed consolidated financial information included in this investor presentation is constructed from the separate financial statements of the Company and Micronet Ltd. ("Micronet"), in which the Company has a controlling interest, and may not represent the financial information that would result from operations of the combined companies. In addition, the pro forma condensed consolidated financial information included in this investor presentation is based in part on certain assumptions that we believe are reasonable. We cannot assure you that our assumptions will prove to be accurate over time. Accordingly, the historical and pro forma condensed consolidated financial information included in this investor presentation may not reflect what the Company's results of operations and financial condition would have been had we been a combined entity during the periods presented, or what our results of operations and financial condition will be in the future. The challenge of integrating previously independent businesses makes evaluating our business and our future financial prospects difficult. Our potential for future business success and operating profitability must be considered in light of the risks, uncertainties, expenses and difficulties typically encountered by recently combined companies.



- Delaware corporation, USA based
- Develop, manufacture & market:
  - Advanced mobile ruggedized computers, tablets and equipment that are embedded & integrated in commercial applications
- Focus on two billion-dollar vertical markets
  1. Aerospace/Defense
  2. Mobile Resource Management (MRM) / Fleet Management (FM)
    - 23% CAGR for global MRM market and expect continued growth
- Corporate structure
  - Own 100% Enertec Systems - Aerospace/Defense
  - Own 54% Micronet Ltd - MRM & FM
- R&D and operating subsidiaries: Israel
- Joint venture: India
- Sales presence: United Kingdom



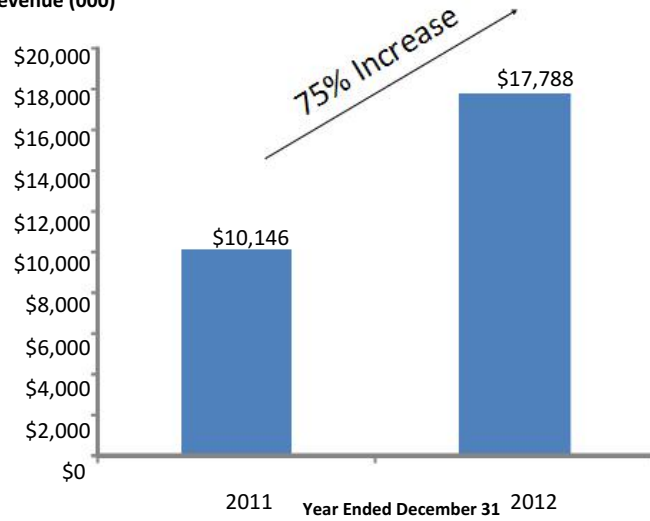
## Six Month 2013 GAAP



## Annual GAAP

(includes only 1 quarter of Micronet results)

Revenue (000)





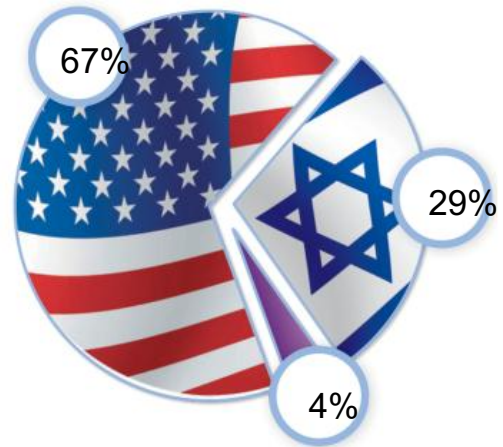
## Revenue by Segment

MRM



Aerospace

## Revenue by Geography



Our mobile fleet management computers help maximize productivity, reduce costs and improve corporate control by automating manual workflow processes



- We provide robust programmable automotive-grade mobile computers
- We supply top-tier fleet management service companies
- We design, develop and manufacture our products in-house

Our products are designed to integrate with vehicle power sources and computer systems, and built to withstand wide temperature ranges, shock & vibrations, and connect to ancillary devices.



**12V/24V**

**W/LAN**

**Bluetooth**

**Cellular**

**LAN**

**Comm  
Ports**

**USBs**

**GPS**

**CANBus**



## Key Worker / Workflow Applications

- Time Management and Safety Compliance
- Two-Way Messaging and Task Management
- Dynamic Dispatching and Navigation
- Form-based Reporting
- Proof of Delivery and Invoicing



## Main vertical markets

- **Haulage & Distribution**
- **Construction Supply**
- **Local Fleets** - Technical Services
- **Public Transportation** - Buses & Taxis
- **Municipalities & Utilities**
- **Public Safety** - Police, Fire, Ambulances





**Patent-pending Guardian System Design (GSD) - Cloud-based SaaS functionality enables remote device monitoring and facilitates user support and technical trouble shooting**

- Remote mobile device management
- Fail-safe and cost effective Firmware and Application Over the Air (OTA) updates
- Recurring revenue business model

Platform to serve after-market solutions & truck OEMs



**Cloud  
world**



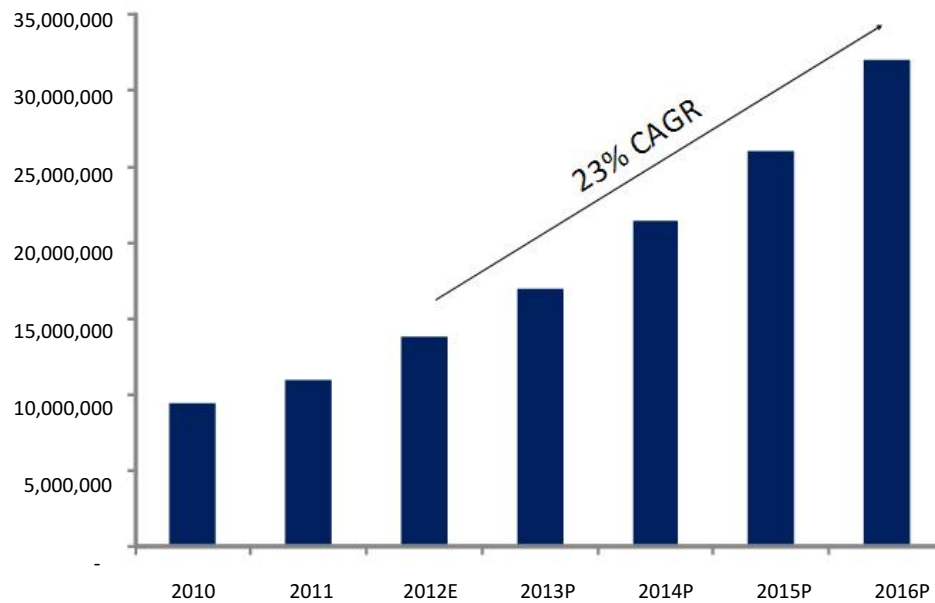
**Infotainment**



**Enterprise**



**HMI control,  
Diagnostics &  
virtualization**

**MRM Subscribers**

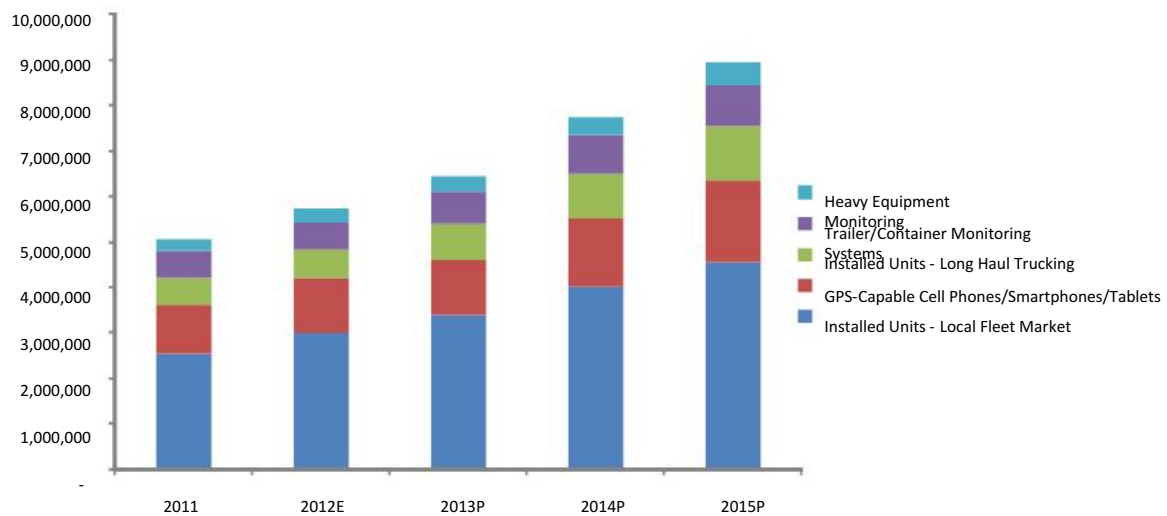
- 13.8 million subscribers as of December 2012
- Expected to grow to 32 million in 2016
- 700,000 companies using MRM today

Sources: C.J. Driscoll & Associates and Licht & Associates, 2012



U.S. MRM market today has more than 5 million units in service

## MRM Subscribers



- Total U.S. MRM market projected to grow to 9 million units in service by 2015
- 300,000+ companies use MRM systems and services

Every million units represent a \$400 million revenue opportunity for Micronet

Source: C.J. Driscoll & Associates

- The U.S. is approximately 40% of the global MRM market
- Micronet has already penetrated and sells to major MRM service providers and is positioned to take a significant share of the U.S. and global market

Vertical	2012 Subscribers	2015 Subscribers	New Subscriber Growth	Replacement Units <sup>(1)</sup>	Total New Units	Total Units Relevant to Micronet <sup>(2)</sup>
Local Fleet	2,900,000	4,550,000	1,650,000	2,400,000	4,050,000	1,350,000
GPS	1,230,000	1,800,000	570,000	966,000	1,536,000	-
Long Haul	700,000	1,200,000	500,000	620,000	1,120,000	1,120,000
Trailers/Containers	670,000	950,000	280,000	514,000	794,000	-
Heavy Equipment	200,000	500,000	300,000	240,000	540,000	540,000
<b>Total</b>	<b>5,700,000</b>	<b>9,000,000</b>	<b>3,300,000</b>	<b>4,740,000</b>	<b>8,040,000</b>	<b>3,010,000</b>

3-year potential of 3 million units @ \$400/unit  
= \$1.2 billion in relevant U.S. revenue opportunity (2013-2015)

Sources: Micronet and C.J. Driscoll & Associates

(1) Approximately 20% of installed units are replaced annually

(2) Assumes that 33% of Local Fleet applications are relevant to Micronet



**Trimble Inc.** (NASDAQ: TRMB): A \$7 billion market cap corporation, the second largest provider of FM and MRM solutions with 370,000 installed units



**Teletrac Inc.:** A provider of advanced and interactive fleet automation software based in California. Teletrac provides solutions to more than 20,000 fleets with 200,000 vehicles



**Imarda Ltd:** A provider of fleet management solutions based in Australia and New Zealand



**Belgravium Technologies PLC** (AIM: BVM): A market leader in enterprise mobile computing solutions with an installed global product base of over 300,000 terminals

MICT military computers and equipment are embedded in the core of electronic platforms, including: missiles, tanks, combat aircraft, drones, missile boats, submarines, command and control systems



Command &  
Tracking  
Systems



Naval  
Communications  
Systems



Operations  
Consoles for  
Weapon  
Systems



Ground  
Command  
Systems



Naval Control  
Systems

MICT Computers and Equipment are Integrated into Critical Missile Defense Systems



Our systems and technology are embedded in the Arrow and Iron Dome missile programs as well as in naval platforms



President Obama - Iron Dome Missiles (command and control computers by MICT)



**Israel Aerospace Industries (IAI):** With annual revenues of over \$3 billion, IAI is the largest aerospace and defense company and the largest industrial exporter in Israel. Globally recognized leader in development and production of military and commercial aerospace and defense systems



**Rafael Advanced Defense Systems Ltd:** A \$1.8 billion revenue defense corporation involved in all critical projects used by the Israeli defense forces and many foreign ones



**Elbit Systems Ltd.** (NASDAQ and TASE:ESLT): A \$3 billion revenue defense contractor with operations in Israel and the U.S.

June 30, 2013 - (\$000's)

## Assets

<b>Current Assets</b>	
Cash, cash equivalents & marketable securities	\$ 19,189
Accounts receivables	10,723
Inventories	5,325
Other	<u>1,715</u>
Total current assets	\$ 36,952
<b>Long-term assets</b>	
Property and equipment, net	2,297
Intangible assets and others, net	1,271
Long-term deposit	<u>44</u>
Total long-term assets	\$ 3,612
<b>Total Assets</b>	<b><u>\$ 40,564</u></b>

## Liabilities

<b>Current Liabilities</b>	
Short-term and current portion of long-term debt	(1) \$ 6,978
Accounts payable	5,436
Other current liabilities	22
Total current liabilities	<u>\$ 12,436</u>
<b>Long-term liabilities</b>	
Long-term debt and others	(1) 3,139
Other long-term liabilities	399
Total long-term liabilities	<u>\$ 3,538</u>
<b>Shareholders Equity</b>	
Micronet Enertec common stock	17,577
Non controlling interest	<u>7,013</u>
Total equity	\$ 24,590
<b>Liabilities and shareholders equity</b>	<b><u>\$ 40,564</u></b>

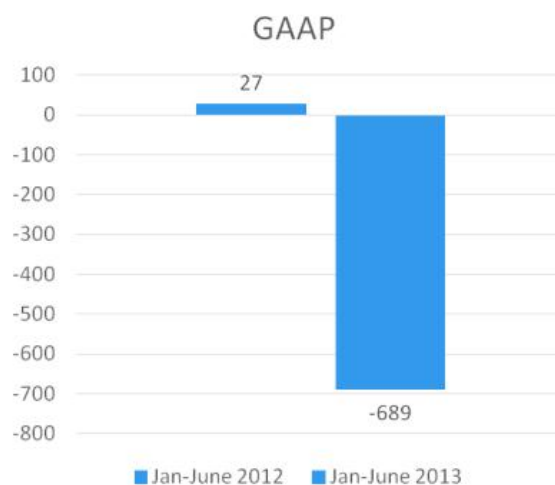
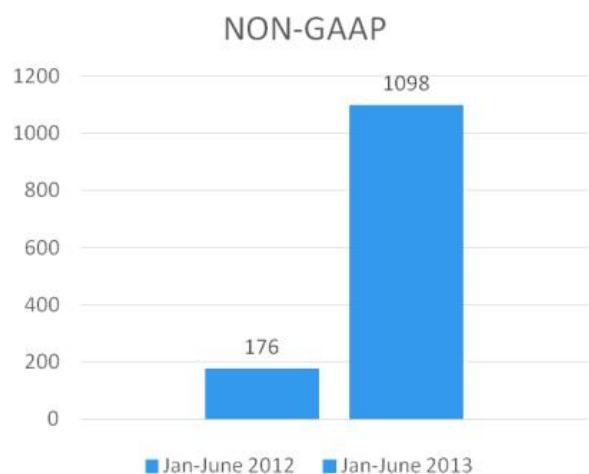


- Revenue: Growth of 309% from \$4.4M to \$18.1M.
- Operational Income: Increased from \$452K to \$2.3M.
- Revenue -Aerospace division (Enertec) : A growth of 18%.
- Revenue -MRM Division (Micronet) : A decline of 11%.
- Gross Margin: Increased from 34% to 36%
- EBITDA: Increased from \$498K to \$3M.

	Six months ended June 30,	
	2013	2012
	in thousands	in thousands
Revenues	\$ 18,132	\$ 4,432
Cost of revenues	11,618	2,915
Gross profit	6,514	1,517
Operating expenses:		
Research and development	1,389	109
Selling and marketing	678	175
General and administrative	1,650	781
Amortization of intangible assets	471	-
Total operating expenses	4,188	1,065
Income from operations	2,326	452
Financial expenses, net	(1,848)	(417)
Other income	-	21
Income before provision for income taxes	478	56
Taxes on income	130	12
Share in profit of affiliated company	-	(17)
Net income	348	27
Net income attributable to non-controlling interests	1,037	-
Net Income (loss) attributable to Micronet Enertec	(689)	27

## Six Month Net Income Performance

(\$ in thousands)



	Jan-June 2013		Jan-June 2012	
Sales	18,132		4,432	
Gross profit	6,514	36%	1,517	34%
Operating expenses	4,188	23%	1,065	24%
Income from operations	2,326	13%	452	10%
Net GAAP Income (Loss)	(689)	(4%)	27	1%
Net NON GAAP Income (Loss)	1,098	6%	176	4%

## Six Month Non-GAAP Financial Measures

(\$ in thousands)

	Jan-June 2013	Jan-June 2012
Net income (loss) attributable to Micronet Enertec	(689)	27
Amortization of acquired intangible assets	471	
Change in fair value of warrants	193	(17)
Amortization of UTA's note discount and related expense	1,188	166
Stock-based compensation	6	
Income tax-effect of above non-GAAP adjustments	(71)	
Total non-GAAP net income attributable to Micronet Enertec	1,098	176
Non-GAAP net income per diluted share	0.29	0.05
Shares used in per share calculations	3,727,372	3,241,500
GAAP Net income (loss) per share	(0.18)	0.01

## Six month Financial Expenses

(\$ in thousands)

	Jan-June 2013	Jan-June 2012
Change in the fair value of the put and call options	193	-
Amortization of discount	1,188	166
Interest and Exchange differences	467	251
Financial expense, net	1,848	417

	April-June 2013		April-June 2012	
Sales	7,771		2,480	
Gross profit	2,868	37%	924	37%
Operating expenses	2,003	26%	511	21%
Income from operations	865	11%	413	17%
Net GAAP Income (Loss)	(227)	(3%)	176	7%
Net NON - GAAP Income (Loss)	372	5%	250	10%



## Second Quarter Non-GAAP Financial Measures

(\$ in thousands)

	April-June 2013	April-June 2012
Net income (loss) attributable to Micronet Enertec	(227)	176
Amortization of acquired intangible assets	93	
Change in fair value of warrants	(105)	(9)
Amortization of UTA's note discount and related expenses	619	83
Stock-based compensation	6	
Income tax-effect of above non-GAAP adjustments	(14)	
Total non-GAAP net income attributable to Micronet Enertec	372	250
Non-GAAP net income per diluted share	0.07	0.08
Shares used in per share calculations	5,211,888	3,241,500
GAAP Net income (loss) per share	(0.04)	0.05



## Second Quarter Financial Expenses

(\$ in thousands)

	4-6.2013	4-6.2012
Change in the fair value of the put and call options	(105)	-
Amortization of discount	620	83
Interest and Exchange differences	202	163
Financial expense, net	717	246

For the year ended  
December 31

2012

2011

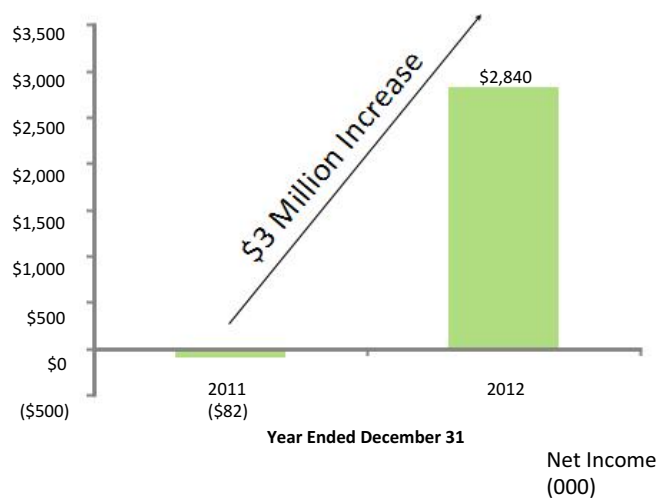
(in thousands, except share and per share amounts)

Consolidated Statement of Operations Data:

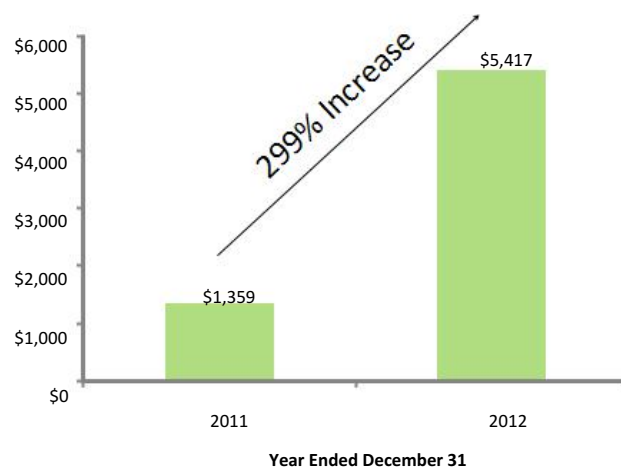
Revenue	\$ 17,788	\$ 10,146
Cost of revenue	13,790	6,297
Gross profit	3,998	3,849
Operating Expenses	4,323	1,956
Income (loss) from operations <sup>(1)</sup>	(325)	1,893
Other (loss) income	4,893	(534)
Net income	4,568	1,359
Net income attributable to Micronet Enertec	\$ 5,417	\$ 1,359

(1) For 2012, the loss of \$325 includes \$1,171 of inventory amortization and \$551 of intangible asset amortization, if excluded, income from operations would have been \$1,397

## Consolidated Pro Forma



## GAAP



(figures in millions, except per share data)

(figures in millions, except per share data)														
Company	Price	52 -		Equity	Firm	Firm Value /			Firm Value /			Price /		
	@ (1)	Week	Low			Value	Value	Revenue		EBITDA		Earnings		
	06/10/13	High				LTM	CY	CY	LTM	CY	CY	LTM	CY	CY
	(2)						2013E	2014E		2013E	2014E		2013E	2014E
QUALCOMM Incorporated	\$62.03	\$68.50	\$53.09	\$107,178	\$93,724	4.3 x	3.7 x	3.4 x	12.3 x	9.6 x	8.7 x	17.2 x	13.7 x	12.7 x
Trimble Navigation Limited	26.79	32.03	20.01	6,853	7,646	3.7	3.3	3.0	19.3	21.0	18.1	36.3 x	18.0 x	15.3 x
Elbit Systems Ltd	44.69	44.78	31.72	1,882	2,337	0.8	0.8	0.8	6.7	6.6	6.4	10.4 x	10.3 x	9.9 x
Zebra Technologies Corp	45.95	47.24	31.79	2,340	1,926	1.9	1.9	1.8	10.4	9.8	8.8	20.1 x	17.4 x	15.5 x
Fleetmatics Group PLC	31.44	31.61	19.20	1,089	1,011	7.3	6.1	4.9	35.9	21.5	16.2	148.3 x	44.0 x	33.0 x
Astronics Corporation	39.52	39.63	19.25	571	582	2.1	1.8	1.5	14.0	10.7	8.1	23.5 x	20.0 x	16.8 x
Median				\$2,111	\$2,131	2.9 x	2.6 x	2.4 x	13.1 x	10.2 x	8.8 x	21.8 x	17.7 x	15.4 x
Mean				19,986	17,871	3.4	2.9	2.6	16.4	13.2	11.1	42.6	20.6	17.2

Source: Bloomberg and Wall Street Research

Note: LTM = Latest Twelve Months

NM = Not Meaningful; NA = Not Available

(1) Stock price as of June 10, 2013

(2) Firm Value (FV) equals Equity Value plus debt less cash

## **David Lucatz - Chairman of the Board and CEO**

- 25 years' experience with a successful track record in operations, finance, business development and management, including:
- Co-owner of ITL Optronics Ltd., an advanced electronics supplier to the defense and security industries, listed on the Tel Aviv Stock Exchange
- CEO of Taliplast, a leading manufacturer of Plastic products
- EVP of Securitas, a public finance investments group

## **Tali Dinar - Chief Financial Officer**

- 15 years' experience managing financial operations in the homeland and defense industries
- Former Manager at Kost Forer Gabbay & Kassierer, a member of Ernst & Young Global
- A former Chief Controller of GCST, a major Global Homeland Security Group, and ITL Optronics

### **Rafael Katz, CEO Micronet Ltd**

- Experienced high-tech executive, Sales & Marketing background in Telecom industry
- Joined Micronet in 2002 - CEO since 2005 - led company's IPO in late 2006
- 1997-2002 - CTMotion, Co-founder - CEO, Cellular Location Based Services
- 1988-1997 - Aerotel, VP Sales & Marketing, Computer Telephony Integration (Voice Response)

### **Zvi Avni, CEO Enertec Systems Ltd**

- Mr. Avni is responsible for the unique position of Enertec as a certified supplier and partner for development of special computers for the defense industry in Israel
- Mr. Avni graduated the Technion in 1982 and earned a degree as a practical electronic engineer



## Growing Billion \$ Global Markets

- Civilian & military applications
- Major global industry-leading customers
- Organic and M&A focus



## Diversified Platform

- Proven solution provider
- High-end product line
- Cutting-edge R&D



## Experienced Management Team

- Deep industry expertise
- Proven track record



## Improving Financials

- Strong balance sheet
- Growing revenues & expanding profitability



Always in Front