
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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): January 24, 2017 (January 24, 2017)

MICRONET ENERTEC TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

DELAWARE

(State or other jurisdiction
of incorporation)

001-35850

(Commission
File Number)

27-0016420

(IRS Employer
Identification No.)

28 West Grand Avenue, Suite 3, Montvale, New Jersey

(Address of principal executive offices)

07645

(Zip Code)

(201) 225-0190

(Registrant's telephone number, including area code)

(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 1.01 Entry into a Material Definitive Agreement.

On January 24, 2017, Micronet Enertec Technologies, Inc. (the “Company”) and its wholly owned subsidiary Enertec Electronics Ltd. (collectively, the “Borrowers”) entered into amendment no. 1 to the Supplemental Agreement (the “Amendment”) among the Borrowers and YA II PN, Ltd. (“YA II”), a Cayman Island exempt limited partnership and an affiliate of Yorkville Advisors Global, LLC. The original Supplemental Agreement was executed by the Borrowers and YA II on December 22, 2016.

The Amendment clarifies that the remaining \$50,000 portion of the commitment fee payable by the Borrowers to YA Global II SPV LLC (as designee of YA II) (i) shall be payable in cash or in freely tradable shares of the Company’s common stock at the Company’s sole discretion (“Commitment Fee Shares”); (ii) that the price per share of any Commitment Fee Shares shall equal the 5 day average closing price of the Company’s common stock prior to the date of payment; and (iii) that no Commitment Fee Shares shall be issued if such issuance would result in the issuance, individually or in the aggregate, of such number of Commitment Fee Shares in excess of 19.99% of the then outstanding common stock of the Company or that would result in YA II, or its affiliates, owning in excess of 4.99% of the then outstanding common stock of the Company.

A copy of the Amendment is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits

10.1	Amendment No. 1 to Supplemental Agreement, dated January 24, 2017, between Micronet Enertec Technologies, Inc., Enertec Electronics Ltd. and YA II PN, Ltd.
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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.

Dated: January 24 2017

MICRONET ENERTEC TECHNOLOGIES, INC.

By: /s/ David Lucatz

Name: David Lucatz

Title: President and Chief Executive Officer



January 24, 2017

Micronet Enertec Technologies, Inc.
 Attention: David Lucatz
 28 West Grand Avenue, Suite 3
 Montvale, NJ 07645
 Email: david@micronet-enertec.com

Re: Supplemental Agreement (the "Agreement") dated December 22, 2016 among YA II PN, Ltd. (the "Investor"), Micronet Enertec Technologies, Inc. (the "Company"), and Enertec Electronics Ltd. ("Enertec").

Dear Mr. Lucatz,

The letter shall clarify the obligations of the parties regarding the payment of the \$50,000 of the commitment fee set forth in Section 2.4 of the Supplemental Agreement or any other similar fee under the Supplemental Agreement. The Investor, Enertec and the Company hereby agree as follows:

- 1) The decision whether to pay any commitment fees in connection with the Supplement Agreement (including the aforementioned amount) in cash or in shares shall be at the sole discretion of the Company.
- 2) If the Company elects to pay the fee in shares (in whole or in part) then the number of shares to be issued shall be determined based on a value for the shares equal to the average of the daily closing price for each of the 5 consecutive trading days prior to the due date of the payments.
- 3) If the Company elects to pay the fee in shares (in whole or in part) then in no event shall the number of shares issuable by the Company (i) cause the aggregate number of shares of common stock beneficially owned (as calculated pursuant to Section 13(d) of the Exchange Act) by the Investor and its affiliates to exceed 4.99% of the then outstanding common stock, or (ii) cause the Company to breach the Nasdaq 20% limitation or any Nasdaq rules and regulations.

Sincerely,

/s/ David Gonzales

Name: David Gonzales
 Title: General counsel

Agreed and accepted on this 24 day of January, 2017

Micronet Enertec Technologies, Inc.

/s/ David Lucatz

Name: David Lucatz
 Title: President and Chief Executive Officer

Enertec Electronics Ltd.

/s/ Tali Dinar

Name: Tali Dinar
 Title: Chief Financial Officer

{N0483961; 2} 1012 Springfield Ave., Mountainside, NJ | 201.985.8300 | www.yorkvilleadvisors.com

New Jersey | London