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

SCHEDULE TO

Tender Offer Statement Under Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934
(Amendment No. 5)

MICT, INC.

(Names of Subject Company (Issuer))

BNN TECHNOLOGY PLC

(Name of Filing Persons (Offeror))

Global Fintech Holdings Ltd.

Mark Hanson

Darren Mercer

(Name of Filing Persons (Other Persons))

Common Stock, par value \$0.001 per share

(Title of Class of Securities)

55328R109

(CUSIP Number of Class of Securities)

Darren Mercer, Executive Director

BNN Technology PLC

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(Name, address and telephone number of person authorized
to receive notices and communications on behalf of Filing Persons)

With copies to:

Richard Anslow, Esq.

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CALCULATION OF FILING FEE

Transaction Value(1)	Amount of Filing Fee(2)
\$3,223,148	\$390.65

- (1) Estimated solely for purposes of calculating the filing fee. The transaction value was determined by multiplying (A) 1,953,423 shares of common stock, par value \$0.001 per share, of MICT, Inc. (representing the maximum number of shares subject to the tender offer) and (B) \$1.65 per share (representing the offer price).
- (2) The amount of the filing fee, calculated in accordance with Rule 0-11 under the Securities Exchange Act of 1934, as amended, equals \$121.20 per million dollars of the value of the transaction.
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Check the box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$390.65
Filing Party: BNN Technology PLC

Form or Registration No.: Schedule TO
Date Filed: February 5, 2019

Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer:

If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)
 - Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)
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This Amendment No. 5 (this "**Amendment**") amends and supplements the Tender Offer Statement on Schedule TO filed by BNN Technology PLC, a private limited company organized under the laws of the United Kingdom ("**Purchaser**"), with the U.S. Securities and Exchange Commission (the "**SEC**") on February 5, 2019 (together with any subsequent amendments and supplements thereto, the "**Schedule TO**"). The Schedule TO relates to the offer by Purchaser to purchase up to 1,953,423 shares (the "**Shares**") of common stock, par value \$0.001 per share (the "**Common Stock**"), of MICT, Inc., a Delaware corporation ("**MICT**" or the "**Company**"), at a price of \$1.65 per Share, net to the seller in cash, without interest, less any applicable withholding taxes, upon the terms and subject to the conditions set forth in the offer to purchase, dated February 5, 2019 (as it may be amended or supplemented from time to time, the "**Offer to Purchase**") and in the related letter of transmittal (as it may be amended or supplemented from time to time, the "Letter of Transmittal" and, together with the Offer to Purchase, the "**Offer**"), which are annexed to and filed with this Schedule TO as Exhibits (a)(1)(A) and (a)(1)(B), respectively. This Amendment is being filed on behalf of the Purchaser, Global Fintech Holdings Ltd., Mark Hanson and Darren Mercer. Unless otherwise indicated, references to sections in this Schedule TO are references to sections of the Offer to Purchase.

This Amendment is being filed to announce the termination of the Offer and to amend and supplement Items 1 through 9 and Item 11 of the Schedule TO as provided below.

Items 1 through 9 and Item 11.

The disclosure in the Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO is hereby amended and supplemented by adding the following new paragraphs thereto:

"On June 5, 2019, Purchaser announced the termination of the Offer due to its determination that a condition to the Offer could not be satisfied. As a result of the termination of the Offer, no Shares were accepted for payment or paid for pursuant to the Offer. Purchaser has instructed the Depository to promptly return all Shares tendered and not withdrawn to the tendering stockholders.

The full text of the press release issued by Purchaser announcing the termination of the Offer is attached as Exhibit (a)(1)(L) to this Schedule TO and is incorporated by reference herein."

Item 12. Exhibits.

Item 12 of the Schedule TO is hereby amended and supplemented by adding the following exhibit:

Exhibit No.	Description
(a)(1)(L)	Press release issued by Purchaser regarding termination of the Offer on June 5, 2019.

SIGNATURE

After due inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: June 6, 2019

BNN TECHNOLOGY PLC

By: /s/ Darren Mercer
Name: Darren Mercer
Title: Executive Director

GLOBAL FINTECH HOLDINGS, LTD.

By: /s/ Darren Mercer
Name: Darren Mercer
Title: Director

By: /s/ Darren Mercer
Darren Mercer

By: /s/ Mark Hanson
Mark Hanson

EXHIBIT INDEX

Exhibit No.	Description
(a)(1)(A)	Offer to Purchase, dated February 5, 2019.*
(a)(1)(B)	Letter of Transmittal.*
(a)(1)(C)	Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(D)	Letter to Clients for use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees.*
(a)(1)(E)	Joint Press release issued by Purchaser and MICT on July 2, 2018 (incorporated by reference to exhibit 99.2 to the Form 8-K filed by MICT on July 2, 2018).
(a)(1)(F)	Joint Press release issued by Purchaser and MICT on December 20, 2018 (incorporated by reference to exhibit 99.1 to the Form 8-K filed by MICT on December 21, 2018).
(a)(1)(G)	Press release issued by Purchaser on February 5, 2019.*
(a)(1)(H)	Press release issued by Purchaser regarding extension of the Offer on March 13, 2019.*
(a)(1)(I)	Press release issued by Purchaser regarding extension of the Offer on April 8, 2019.*
(a)(1)(J)	Press release issued by Purchaser regarding extension of the Offer on April 29, 2019.*
(a)(1)(K)	Press release issued by Purchaser regarding extension of the Offer on May 29, 2019.*
(a)(1)(L)	Press release issued by Purchaser regarding termination of the Offer on June 5, 2019.
(b)	None.
(d)(1)	Acquisition Agreement, dated December 19, 2018, by and among MICT, Purchaser, Global Fintech Holdings Ltd., Brookfield Interactive (Hong Kong) Limited, ParagonEx LTD and the other parties thereto (incorporated by reference to exhibit 2.1 to the Form 8-K filed by MICT on December 21, 2018).
(d)(2)	Form of Voting Agreement (incorporated by reference to exhibit 10.1 to the Form 8-K filed by MICT on December 21, 2018).
(g)	None.
(h)	None.

* Previously filed

BNN Technology PLC Announces Termination of Tender Offer for Shares of MICT Common Stock

NEW YORK, NY (June 5, 2019) — BNN Technology PLC (“BNN”) today announced that it has terminated its previously announced tender offer to purchase up to 1,953,423 shares of the common stock of MICT, Inc. (NASDAQ: MICT) (“MICT”) at a purchase price of \$1.65 per share, net to the seller, in cash. The tender offer was made in accordance with the acquisition agreement, dated as of December 18, 2018, between BNN, MICT and other parties thereto (the “Acquisition Agreement”), and was due to expire at 5:00 p.m. EDT, on Friday, June 7, 2019.

BNN’s obligation to purchase the shares of common stock of MICT pursuant to the tender offer was subject to various terms and conditions specified in the Offer to Purchase and the related Letter of Transmittal filed with the U.S. Securities and Exchange Commission and distributed to MICT’s stockholders, including a condition that neither MICT nor its subsidiaries has proposed the issuance or sale of any additional equity securities other than as set forth in the Acquisition Agreement (the “Offer Condition”). On June 4, 2019, MICT entered into a securities purchase agreement with a group of investors pursuant to which MICT agreed to issue shares of preferred stock and warrants to purchase shares of common stock to the investors in a private placement (the “Investment”). As a result of the Investment, the Offer Condition has not been satisfied and therefore BNN has exercised its right to terminate the tender offer.

No shares were purchased by BNN in the tender offer and all shares previously tendered but not withdrawn will be promptly returned.

This communication constitutes a formal termination of the tender offer, and a formal notification that BNN will not accept for purchase any shares of common stock of MICT tendered in connection with the tender offer. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell any shares of MICT or any other securities.

About BNN Technology PLC

BNN Technology PLC is a Chinese technology, content and services company that builds long-term partnerships to deliver China’s citizens with value-added services, content and evolving opportunities. BNN principally engages in providing technology to partners to facilitate fulfillment of payments online and on mobile apps through partnerships or affiliate agreements and, developing digital content, both online and mobile. BNN works with its strategic partner Xinhuatong to facilitate mobile payments and other key services on the Xinhua News mobile app in 12 provinces in China. BNN’s technology platform enables urban and rural communities across China to access exclusive content and pay for more services online.

Forward Looking Statements

Certain statements contained in this press release are forward-looking statements and are based on future expectations, plans and prospects that involve a number of risks and uncertainties. Forward looking statements can be identified by use of words such as “believe,” “intend,” “expect,” “potential,” “will,” “may,” “should,” “estimate,” “anticipate” and derivatives or negatives of such words or similar words. The forward-looking statements and other information in this release are made as of the date hereof and are subject to risks and uncertainties, including risks related to the transactions contemplated by the Acquisition Agreement. Stockholders and investors are cautioned that the occurrence of any of these risks or uncertainties may cause actual results to differ materially from those contemplated, expressed, projected, anticipated or implied in the forward-looking statements. New factors may emerge from time to time, and it is not possible for BNN to predict new factors, nor can BNN assess the potential effect of any new factors on it. BNN undertakes no obligation (nor does it intend) to publicly supplement, update or revise such statements on a going-forward basis, whether as a result of subsequent developments, changed expectations or otherwise, except as required by law.

Contact:

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