

UNITED STATES  
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): May 21, 2020 (May 19, 2020)

**MICT, 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, par value \$0.001 per share	MICT	The Nasdaq Capital Market

Indicate by check mark whether the registrant is an emerging growth company as defined in as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

**Item 7.01****Regulation FD Disclosure.**

On May 19, 2020, Micronet Ltd., an Israeli company, or Micronet, an entity in which MICT, Inc., a Delaware corporation, or the Company, holds 30.48% of its issued and outstanding ordinary shares, filed an immediate report with the Tel Aviv Stock Exchange, or TASE, announcing the commencement of a special tender offer by MICT Telematics Ltd., a wholly owned subsidiary of the Company, or MICT Telematics, under Israel law with respect to the purchase by the Company, through MICT Telematics, of up to 8,000,000 ordinary shares, par value New Israeli Shekels, or NIS, 0.1, of Micronet, at a proposed purchase price of NIS 0.16 per share (or approximately \$0.05), for aggregate gross proceeds of NIS 1,280,000 (or approximately \$364,512), or the Tender Offer. The Tender Offer will remain open until June 9, 2020 at 2:00 PM Israel time. If the Company purchases all of the Micronet shares offered in the Tender Offer, the Company will own more than 50% of the issued and outstanding shares of Micronet.

**Forward Looking Statements**

This Current Report on Form 8-K contains forward-looking statements within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995 and federal securities laws. These forward-looking statements include, but are not limited to, those statements regarding the proposed Tender Offer by MICT Telematics, the Company’s potential purchase of shares of Micronet’s ordinary shares pursuant to the Tender Offer, the timing of the Tender Offer and the potential increase in the Company’s voting interest in Micronet. These forward-looking statements and their implications are based on the current expectations of the management of the Company only, and are subject to a number of factors and uncertainties that could cause actual results to differ materially from those described in the forward-looking statements. The forward-looking statements contained in this Current Report on Form 8-K are subject to risks and uncertainties, including those discussed in the Company’s current and periodic reports filed from time to time with the U.S. Securities and Exchange Commission. Except as otherwise required by law, the Company undertakes no obligation to publicly release any revisions to these forward-looking statements to reflect events or circumstances after the date hereof or to reflect the occurrence of unanticipated events.

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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.

MICT, INC.

Dated: May 21, 2020

By: /s/ Darren Mercer

Name: Darren Mercer

Title: Interim Chief Executive Officer

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