

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

FORM S-3
REGISTRATION STATEMENT
UNDER THE SECURITIES ACT OF 1933

MICT, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

27-0016420

(I.R.S. Employer
Identification Number)

**28 West Grand Avenue, Suite 3,
Montvale, NJ 07645
(201) 225-0190**

(Address, Including Zip Code, and Telephone Number, Including Area Code, of Registrant's Principal Executive Offices)

**Darren Mercer
President and Chief Executive Officer
MICT, INC.**

**28 West Grand Avenue, Suite 3
Montvale, NJ 07645
(201) 225-0190**

(Name, Address, Including Zip Code, and Telephone Number, Including Area Code, of Agent For Service)

Copies to:

**Richard Anslow, Esq.
Jonathan H. Deblinger, Esq.
Ellenoff Grossman & Schole LLP
1345 Avenue of the Americas
New York, NY 10105
Telephone: (212) 370-1300**

Approximate date of commencement of proposed sale to the public: As soon as practicable after the effective date of this registration statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box:

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. **333-248602**

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act:

| | | | |
|-------------------------|-------------------------------------|---------------------------|-------------------------------------|
| Large accelerated filer | <input type="checkbox"/> | Accelerated filer | <input type="checkbox"/> |
| Non-accelerated filer | <input checked="" type="checkbox"/> | Smaller reporting company | <input checked="" type="checkbox"/> |
| | | Emerging growth company | <input type="checkbox"/> |

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 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

| Title of Each Class of Security Being Registered | Proposed Maximum Aggregate Offering Price ⁽¹⁾ | Amount of Registration Fee |
|--|--|----------------------------------|
| Common Stock, par value \$0.001 per share | \$ 9,131,603.90 | \$ 996.26 |
| Total | \$ 9,131,603.90 | \$ 996.26 ⁽²⁾ |

- (1) The registrant previously registered the offering, issuance and sale of securities of up to \$250,000,000 under the registration statement on Form S-3 (File No. 333-248602), which was filed by the registrant on September 4, 2020 (the "Registration Statement"). In accordance with Rule 462(b) under the Securities Act of 1933, as amended (the "Securities Act") an additional amount of securities having a proposed maximum aggregate offering price of \$9,131,603.90 is hereby registered, representing no more than 20% of the maximum aggregate offering price of securities available for issuance under the Registration Statement. In addition, pursuant to Rule 416(a) under the Securities Act of 1933, as amended, this Registration Statement shall also cover any additional shares of the Registrant's common stock that become issuable by reason of any stock dividend, stock split, recapitalization or other similar transaction effected without receipt of consideration.
- (2) Calculated in accordance with Rule 457(o) under the Securities Act. Represents the registration fee only for the additional amount of securities of the Registrant being registered hereby. The Registrant previously registered securities pursuant to a Registration Statement on Form S-3 (File No. 333-248602) for which a fee of \$32,450 was paid.

The Registration Statement shall become effective upon filing with the Securities and Exchange Commission in accordance with Rule 462 (b) under the Securities Act of 1933, as amended.

EXPLANATORY NOTE

This registration statement is being filed with respect to the registration of additional shares of common stock, \$0.001 par value per share, of MICT, Inc., a Delaware corporation, pursuant to Rule 462(b) promulgated under the Securities Act of 1933, as amended, representing an increase in the maximum aggregate offering price of \$9,131,603.90. The contents of the earlier registration statement on Form S-3 (File No. 333-248602), which was declared effective by the Securities and Exchange Commission on September 14, 2020, including all exhibits thereto and all information incorporated by reference therein, are incorporated in this registration statement by reference.

The required opinion and consents are listed on an Exhibit Index attached hereto and filed herewith.

CERTIFICATION

The Registrant hereby certifies to the Securities and Exchange Commission (the "Commission") that (1) it has instructed its bank to pay the filing fee set forth on the cover page of this Registration Statement by a wire transfer of such amount to the Commission's account at U.S. Bank as soon as practicable (but no later than the close of business as of March 3, 2021), (2) it will not revoke such instructions, (3) it has sufficient funds in the relevant account to cover the amount of such filing fee and (4) it will confirm receipt of such instructions by its bank during regular business hours no later than March 3, 2021.

PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

Item 16. Exhibits

The following exhibits are filed with the Registration Statement

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 5.1 | Opinion of Ellenoff Grossman & Schole LLP* |
| 23.1 | Consent of Ziv Haft, BDO Member (with respect to MICT, Inc.)* |
| 23.2 | Consent of Ziv Haft, BDO Member (with respect to Micronet Ltd.)* |
| 23.3 | Consent of RBSM LLP* |
| 23.4 | Consent of Ellenoff Grossman & Schole LLP (included in Exhibit 5.1)* |

* Filed herewith.

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Signatures

Pursuant to the requirements of the Securities Act of 1933, as amended, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Montvale, New Jersey on March 2, 2021.

MICT, INC.

By: /s/ Darren Mercer
Darren Mercer
Chief Executive Officer

POWER OF ATTORNEY

Pursuant to the requirements of the Securities Act of 1933, as amended, this registration statement on Form S-3 has been signed by the following persons in the capacities and on the dates indicated.

| Name | Title | Date |
|---|---|---------------|
| <u>/s/ Darren Mercer</u> Darren Mercer | Chief Executive Officer and Director (Principal Executive Officer) | March 2, 2021 |
| <u>/s/ Moran Amran</u> Moran Amran | Controller (Principal Financial and Accounting Officer) | March 2, 2021 |
| <u>/s/ Jeffrey P. Bilos</u> Jeffrey P. Bilos | Director | March 2, 2021 |
| <u>/s/ Chezy (Yechezkel) Ofir</u> Chezy (Yechezkel) Ofir | Director | March 2, 2021 |
| <u>/s/ John M. Scott</u> John M. Scott | Director | March 2, 2021 |

March 2, 2021

MICT, Inc.
28 West Grand Avenue, Suite 3
Montvale, New Jersey 07645

Re: Registration Statement of MICT, Inc.

Ladies and Gentlemen:

We have acted as counsel to MICT, Inc., a Delaware corporation (the "Company"), in connection with the filing by the Company with the U.S. Securities and Exchange Commission (the "Commission") of a registration statement on Form S-3 (the "462(b) Registration Statement") for the purpose of registering with the Commission pursuant to Rule 462(b) under the Securities Act of 1933, as amended (the "Act"), the sale by the Company of up to \$9,131,603.90 of shares of common stock of the Company, par value \$0.001 per share (the "Common Stock"). The 462(b) Registration Statement relates to the Company's Registration Statement on Form S-3, as amended (File No. 333-248602) (the "Registration Statement"), initially filed by the Company with the Commission on September 4, 2020 and declared effective by the Commission on September 14, 2020.

We have examined such documents and considered such legal matters as we have deemed necessary and relevant as the basis for the opinion set forth below. With respect to such examination, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as reproduced or certified copies, and the authenticity of the originals of those latter documents. As to questions of fact material to this opinion, we have, to the extent deemed appropriate, relied upon certain representations of certain officers and employees of the Company.

Based upon the foregoing and subject to the limitations, qualifications, exceptions and assumptions stated herein, we are of the opinion that with respect to any shares of Common Stock offered by the Company (the "Offered Common Stock"), when (i) terms of the issuance and sale of the Offered Common Stock have been duly established and are then in conformity with the Company's Certificate of Incorporation, as amended to date and the Company's Amended and Restated Bylaws; (ii) if the Offered Common Stock is to be certificated, certificates in the form required under Delaware corporate law representing the shares of Offered Common Stock have been duly executed and countersigned and (iii) the shares of Common Stock are registered in the Company's share registry and delivered upon payment of the agreed-upon consideration therefor, the shares of Offered Common Stock, when issued and sold or otherwise distributed in accordance with the applicable purchase agreement, will be duly authorized and validly issued, and the shares of Offered Common Stock, when issued and sold or otherwise distributed in accordance with the applicable purchase agreement, will be fully paid and nonassessable, in each case provided that the consideration therefor is not less than \$0.001 per share of Common Stock.

Our opinion herein is expressed solely with respect to the Delaware General Corporation Law of the State of Delaware. Our opinion is based on these laws as in effect on the date hereof and as of the effective date of the 462(b) Registration Statement, and we assume no obligation to revise or supplement this opinion after the effective date of the 462(b) Registration Statement should the law be changed by legislative action, judicial decision or otherwise. Where our opinions expressed herein refer to events to occur at a future date, we have assumed that there will have been no changes in the relevant law or facts between the date hereof and such future date. Our opinions expressed herein are limited to the matters expressly stated herein and no opinion is implied or may be inferred beyond the matters expressly stated. Not in limitation of the foregoing, we are not rendering any opinion as to the compliance with any other federal or state law, rule or regulation relating to securities, or to the sale or issuance thereof.

We hereby consent to the use of this opinion as an exhibit to the 462(b) Registration Statement, to the use of our name as your counsel and to all references made to us in the Registration Statement, the 462(b) Registration Statement and in the prospectus forming a part thereof. In giving this consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Act, or the rules and regulations promulgated thereunder.

Very truly yours,

/s/ Ellenoff Grossman & Schole LLP
Ellenoff Grossman & Schole LLP



Ziv Haft
Head Office: Amot Bituach House Bldg. B
48 Dereh Menahem Begin Rd.
Tel Aviv 66180, Israel
www.bdo.co.il E-mail: bdo@bdo.co.il

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement of our report dated February 19, 2020, relating to the consolidated financial statements, appearing in the Company's Annual Report on Form 10-K for the year ended December 31, 2019.

/s/ Ziv Haft

Ziv Haft
Certified Public Accountants (Isr.)
BDO Member Firm

Tel Aviv, Israel
March 02 ,2021



Ziv Haft
Head Office: Amot Bituah House Bldg. B
48 Dereh Menahem Begin Rd.
Tel Aviv 66180, Israel
www.bdo.co.il E-mail: bdo@bdo.co.il

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in this Registration Statement of MICT, Inc. of our report dated March 30, 2020, relating to the consolidated financial statements of Micronet Ltd. appearing in MICT Inc.'s Definitive Proxy filed August 12, 2020. Our report contains an explanatory paragraph regarding the Company's ability to continue as a going concern.

Tel Aviv, Israel
March 02, 2021

/s/ Ziv Haft
Ziv Haft
Certified Public Accountants (Isr.)
BDO Member Firm

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the reference of our firm under the caption "Experts" and use of our report dated July 24, 2020, which includes an explanatory paragraph regarding substantial doubt about the Company's ability to continue as a going concern, with respect to the financial statements of Global Fintech Holdings Intermediate, Ltd. as of and for the period ended December 31, 2019, incorporated by reference in this Registration Statement on Form S-3 and related Prospectus of MICT, Inc., and filed with the Securities and Exchange Commission.

/s/RBSM LLP
New York, New York
March 2, 2021