

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): **April 16, 2021**

MICT, INC.

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction
of incorporation)

000-35850

(Commission File Number)

27-0016420

(I.R.S. Employer
Identification No.)

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

(Address of principal executive offices)

07645

(Zip Code)

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

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:

- 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))

Indicate by check mark whether the registrant is an emerging growth company 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.

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, \$0.001 par value	MICT	The Nasdaq Capital Market

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

Resignation of Jeffrey P. Bialos

On April 12, 2021, Jeffrey P. Bialos tendered his resignation as a member of the board of directors (the "Board") of MICT, Inc. (the "Company"), effective immediately. Mr. Bialos resigned to focus on other endeavors and not in connection with any disagreements with the Company.

Appointment of John Scott

Effective April 12, 2021, the Board appointed John Scott as the non-executive Deputy Chairman. Mr. Scott assumed his position as the non-executive Deputy Chairman the same day.

Appointment of Robert John Benton

Effective April 12, 2021, the Board appointed Robert Benton to fill the vacancy created by the resignation of Jeffrey P. Bialos. Mr. Benton assumed his position as a non-executive member of the Board on April 12, 2021.

The following is certain biographical information regarding Mr. Benton:

Robert Benton, age 64, has been the Director and Founder of Anthology Media, Ltd. (formerly Bob & Co, Ltd) where he provides integrated strategies designed to bridge the gap between creativity and finance for TV and film production companies since August 2010. Prior to his employment at Anthology Media, Ltd, Mr. Benton was a Managing Director and Head of Media Investments at Canaccord Adams Ltd., from September 2008 to June 2010, where he focused on marketing, sales, and corporate finance. Mr. Benton was also a Managing Director at Ingenious Media, an investment company specializing in the media, infrastructure, real estate and education sectors from August 2006 to May 2008. Prior to his employment at Canaccord Adams Ltd and Ingenious Media, Mr. Benton was employed as the Chief Executive Officer at Bridgewell Securities Ltd, a United Kingdom investment banking firm, from January 2002 to June 2006. From 1997 to 2001, Mr. Benton served as a Chairman and Chief Executive Officer for Charterhouse Securities Limited. Mr. Benton also served as the Global Head of Sales for ABN-ABRO from June 1994 to June 1997. Prior to that, Mr. Benton was a Managing Director of HSBC James Capel Ltd, from November 1992 to June 1995.

Mr. Benton currently serves as the Deputy Chair of Everbright Securities Financial Holding Limited, which engages in the provision of financial brokerage services. He also sits on the board of directors for International Literacy Properties, a company that works with authors, managers of literary estates and individual heirs to help realize

the value from book-based intellectual property. Mr. Benton has served on the board of The Discerning Eye, a United Kingdom based educational charity that promotes a wider understanding and appreciation of the visual arts and further stimulates debate about the place and purpose of art in our society through its annual exhibition. Mr. Benton sits on the Advisory Committee for Nash & Co Capital, Ltd, which is an independent corporate finance and advisory company. Previously, Mr. Benton served as the Chairman of Clarkson Plc, the FTSE 250 shipping group, from May 2005 to January 2015. Mr. Benton holds a degree in Politics and Economics from Exeter University. We believe Mr. Benton is well qualified to serve as a director due to his extensive leadership experience.

There are not any arrangements or understandings between the new directors and any other persons pursuant to which such director was selected as a director.

There are no related-party transactions in which either of the new directors or any of their immediate family members has an interest that would require disclosure under Item 404(a) of Regulation S-K.

A press release announcing the resignation of Mr. Bialos and the appointment of Mr. Benton and Mr. Scott is attached as Exhibit 99.1 to this Current Report on Form 8-K.

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Item 9.01. Financial Statements and Exhibits.

(d) Exhibits.

99.1 [Press Release, dated April 16, 2021](#)

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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.

By: /s/ Darren Mercer

Name: Darren Mercer

Title: Chief Executive Officer

Dated: April 16, 2021

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MICT, Inc. Welcomes Robert Benton to Its Board of Directors; John Scott to Assume Role of Non-Executive Deputy Chairman

MONTVALE, N.J., April 16, 2021 -- MICT, Inc. (Nasdaq: MICT), (the "Company"), today announced that it has appointed seasoned financial executive Robert Benton to MICT's Board of Directors, replacing Jeff Bialos, who resigned from the Company's board of directors, effective April 12, 2021. In addition, current board member, John Scott will assume the role of non-executive deputy chairman of the Company's board of directors.

"We welcome Robert to our board of directors and look forward to his counsel as MICT continues to evolve into a global fintech company. Robert brings a wealth of experience from various prominent roles, including Clarksons, a FTSE 250 Company, where he was Chairman of the Board," said Darren Mercer, MICT's Chief Executive Officer. "In addition, Robert has held senior level management roles at various investment banks, including leadings banks such as Canaccord Adams, ABN AMRO and HSBC James Capel, which will prove invaluable to MICT as we continue to develop our Fintech business."

Mr. Mercer continued, "Concurrently, I would like to thank Jeff Bialos on behalf of MICT for his years of contribution and commitment to the Company. He has been an integral part of the Company's switch to Fintech. We wish Jeff the very best in his future endeavors."

Jeff Bialos commented, "I am grateful for the opportunity to have served as a member of MICT's board of directors. I look forward to monitoring the Company's success as I focus my time on other endeavors."

John Scott, assuming the role as Non-Executive Deputy Chairman, has been on the Board of MICT since November 2019. Mr. Mercer commented, "John has been a valuable asset to the board since he joined us 18 months ago. His strong finance background with over 50 years of experience at various brokerage firms will continue to help guide MICT as we continue to ramp our Fintech business."

About MICT, Inc.

MICT, Inc. (NasdaqCM: MICT) operates through its subsidiaries, GFH Intermediate Holdings Ltd ("GFHI") and its various fully owned subsidiaries or VIE structures. And Micronet Ltd. ("Micronet"). GFHI's versatile proprietary trading technology platform is designed to serve a large number of high growth sectors in the global fintech space. Primary areas of focus include online brokerage for equities trading and sales of insurance products in several high-growth foreign markets including Asia where GFH owns a substantial propriety database of users. Micronet operates in the growing telematics and commercial Mobile Resource Management (MRM) market, mainly in the United States and Europe. Micronet designs, develops, manufactures and sells mobile computing solutions that provide fleet operators and field workforces with computing solutions in challenging work environments.

Forward-looking Statement

This press release contains express or implied forward-looking statements within the Private Securities Litigation Reform Act of 1995 and other U.S. Federal securities laws. These forward-looking statements include, but are not limited to, our expectations about receiving orders for our products in the future, statements regarding our business and operations, statements regarding SmartCam, our expectations regarding the global logistics and transportation telematics industry growth, and the belief that a majority stake in Micronet will leverage our global platform to grow the telematics business. Such forward-looking statements and their implications involve known and unknown risks, uncertainties and other factors that may cause actual results or performance to differ materially from those projected. The forward-looking statements contained in this press release are subject to other risks and uncertainties, including those discussed in the "Risk Factors" section and elsewhere in the Company's annual report on Form 10-K for the year ended December 31, 2019 and in subsequent filings with the Securities and Exchange Commission. Except as otherwise required by law, the Company is under no obligation to (and expressly disclaims any such obligation to) update or alter its forward-looking statements whether as a result of new information, future events or otherwise.

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