

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. 2)

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

First Floor Mallory House

Goostrey Way

Knutsford

Cheshire WA16 7GY

United Kingdom

+44 (0) 1565 872990

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

With copies to:

Richard Anslow, Esq.

Jonathan Deblinger, Esq.

Ellenoff Grossman & Schole LLP

1345 Avenue of the Americas

New York, New York 10105

(212) 370-1300

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.

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)

This Amendment No. 2 (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.

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 April 8, 2019, Purchaser announced an extension of the Expiration Date of the Offer to 5:00 p.m., New York City time, on Monday, April 29, 2019, unless the Offer is further extended. The Offer was previously scheduled to expire at 5:00 p.m., New York City time, on Monday, April 8, 2019.

The Depositary has indicated that, as of 4:00 p.m., New York City time, on April 8, 2019, 5,406,926 Shares have been validly tendered and not properly withdrawn pursuant to the Offer.

The full text of the press release issued by Purchaser announcing the extension of the Offer is attached as Exhibit (a)(1)(I) 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:

<u>Exhibit No.</u>	<u>Description</u>
--------------------	--------------------

(a)(1)(I)	Press release issued by Purchaser regarding extension of the Offer on April 8, 2019.
-----------	--

Amendments to the Offer to Purchase and the Other Exhibits to the Schedule TO

The information set forth in the Offer to Purchase and Items 1 through 9 and Item 11 of the Schedule TO, as amended, to the extent such Items incorporate by reference the information contained in the Offer to Purchase, is hereby amended and supplemented as follows:

All references to "5:00 p.m., New York City time, on Monday, April 8, 2019" in the Offer to Purchase (Exhibit (a)(1)(A)), Letter of Transmittal (Exhibit (a)(1)(B)), Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(C)) and Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees (Exhibit (a)(1)(D)) are amended and replaced with "5:00 p.m., New York City time, on Monday, April 29, 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: April 8, 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.
(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 Further Extension of Expiration Date of Tender Offer for Shares of MICT Common Stock

NEW YORK, NY (April 8, 2019) — BNN Technology PLC (“BNN”) today announced that it has further extended the expiration date of 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 is being made in accordance with the acquisition agreement, dated as of December 18, 2018, between BNN, MICT and other parties thereto (the “Acquisition Agreement”). As amended, the tender offer will now expire at 5:00 p.m. EDT, on Monday, April 29, 2019, unless further extended or earlier terminated.

Continental Stock Transfer & Trust Company, the depository for the tender offer, has advised BNN that, as of 4:00 p.m., EDT, on Monday, April 8, 2019, an aggregate of 5,406,926 shares of common stock were properly tendered and not properly withdrawn. MICT’s stockholders who have already tendered their shares of common stock of MICT do not need to re-tender their shares or take any other action as a result of the extension of the expiration date of the tender offer. MICT’s stockholders may withdraw shares they have previously tendered at any time prior to the extended expiration date of the tender offer.

Complete terms and conditions of the tender offer can be found in the Offer to Purchase, the related Letter of Transmittal and certain other materials filed with the U.S. Securities and Exchange Commission (“SEC”) on February 5, 2019, and available at www.sec.gov. Except as described in this news release, the terms of the tender offer remain the same as set forth in the Offer to Purchase and in the related Letter of Transmittal.

Copies of the Offer to Purchase, the related Letter of Transmittal and other materials related to the tender offer may be obtained for free from the information agent, Morrow Sodali LLC, at (800) 662-5200. Banks and brokers may call the information agent at (203) 658-9400. The depository for the tender offer is Continental Stock Transfer & Trust Company.

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 fulfilment 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.

Additional Information and Where to Find It

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. A Tender Offer Statement on Schedule TO, including an Offer to Purchase, the related Letter of Transmittal and certain other materials, has been filed with the SEC by BNN. The tender offer will only be made pursuant to the Offer to Purchase, the related Letter of Transmittal and the other documents filed as a part of the Schedule TO.

INVESTORS AND SECURITY HOLDERS ARE URGED TO READ BOTH THE TENDER OFFER MATERIALS (INCLUDING THE OFFER TO PURCHASE, THE RELATED LETTER OF TRANSMITTAL AND THE OTHER TENDER OFFER MATERIALS) AND THE SOLICITATION/RECOMMENDATION STATEMENT ON SCHEDULE 14D-9 FILED BY MICT REGARDING THE OFFER, IN EACH CASE, AS THEY MAY BE AMENDED FROM TIME TO TIME, BECAUSE THEY CONTAIN IMPORTANT INFORMATION WHICH SHOULD BE READ CAREFULLY BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER. INVESTORS AND SECURITY HOLDERS MAY OBTAIN A FREE COPY OF THESE STATEMENTS AND OTHER DOCUMENTS FILED WITH THE SEC AT THE WEBSITE MAINTAINED BY THE SEC AT WWW.SEC.GOV OR BY DIRECTING SUCH REQUESTS TO THE INFORMATION AGENT FOR THE TENDER OFFER.

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 whether the conditions to the tender offer will be satisfied, the number of shares of MICT common stock that will be tendered, the possibility that competing offers will be made, whether the tender offer will be consummated and 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:

Morrow Sodali LLC
470 West Avenue
Stamford, CT 06902
Tel: (800) 662-5200 or banks and brokers can call (203) 658-9400
Email: MICT.info@morrowsodali.com
