

FORM 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL	
OMB Number:	3235-0362
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Form 3 Holdings Reported.

Form 4 Transactions Reported.

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>TINGO, INC.</u> (Last) (First) (Middle) <u>C/O TINGO, INC.</u> <u>43 WEST 23RD STREET</u> (Street) <u>NEW YORK, NY 10010</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>MICT, Inc. [MICT]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)
	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <u>12/31/2022</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock			3 ⁽¹⁾				25,783,675 ⁽²⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
					(A)	(D)	Date Exercisable	Expiration Date					
Series A Preferred Stock	(3)			3 ⁽¹⁾			(4)	06/30/2023	Series A Preferred Stock	2,604.28	26,042,808 ⁽³⁾	D	
Series B Preferred Stock	(5)			3 ⁽¹⁾			(6)	06/30/2023	Series B Preferred Stock	33,687.21	33,687,210 ⁽⁵⁾	D	

Explanation of Responses:

- On December 1, 2022, a wholly-owned subsidiary of Tingo, Inc., a Nevada corporation (the "Reporting Person") merged with and into (the "Combination") an indirect wholly-owned subsidiary of MICT, Inc. (the "Issuer").
- As consideration for the Combination, 25,783,675 of Issuer's common stock was issued to Reporting Person.
- As consideration for the Combination, 2,604.28 shares of Series A preferred stock was issued to Reporting Person. The 2,604.28 shares of Series A preferred stock are convertible into 26,042,808 shares of Issuer's common stock, which is equal to 10,000 shares of common stock and approximately 20.1% of the total issued and outstanding Issuer's common stock.
- The conversion date is the latest date of the occurrence of the following scenarios: (i) the later of (a) January 1, 2023 and (b) the date that is ninety (90) days following December 1, 2022; (ii) the date upon which Issuer has received stockholder approval with respect to the issuance of all of the preferred shares; (iii) the date upon which Issuer has effected an increase in the number of shares of common stock authorized under its certificate of incorporation to the extent required to consummate the conversion.
- As consideration for the Combination, 33,687.21 shares of Series B preferred stock was issued to Reporting Person. The 33,687.21 shares of Series B preferred stock are convertible into 336,872,210 shares of Issuer's common stock, which is equal to 10,000 shares of common stock and approximately 35% of the total issued and outstanding Issuer's common stock.
- The conversion date is the latest date of the occurrence of the following scenarios (i) the later of (a) January 1, 2023 and (b) the date that is ninety (90) days following December 1, 2022; (ii) the date upon which the Corporation has received approval of the Nasdaq change of control application without any material restrictions; (iii) the date upon which Issuer has effected an increase in the number of shares of common stock authorized under its certificate of incorporation to the extent required to consummate the conversion.

/s/ Dozy Mmobuosi

02/14/2023

** Signature of Reporting Person

Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.