

MICT, Inc.  
Form SC14D9C  
August 15, 2018

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Schedule 14D-9**

**(Rule 14d-101)**

**SOLICITATION/RECOMMENDATION STATEMENT**

**UNDER SECTION 14(D)(4) OF THE SECURITIES EXCHANGE ACT OF 1934**

**MICT, INC.**

**(Name of Subject Company)**

**MICT, INC.**

**(Names of Persons Filing Statement)**

**Common Stock, par value \$0.001 per share**

**(Title of Class of Securities)**

**CUSIP 595117102 (Common Stock)**

**(CUSIP Number of Class of Securities)**

**David Lucatz**

**President and Chief Executive Officer**

**Micronet Enertec Technologies, Inc.**

**28 West Grand Avenue, Suite 3**

**Montvale, New Jersey 07645**

**(201) 225-0190**

**(Name, address, and telephone numbers of person authorized to receive notices and communications on behalf of the persons filing statement)**

*With copies to:*

**Kenneth R. Koch, Esq.**

**Daniel A Bagliebter, Esq.**

**Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C.**

**666 Third Avenue**

**New York, New York 10017**

**(212) 935-3000**

**Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.**

This Schedule 14D-9 filing consists of certain communications that were first used or made available on August 15, 2018 related to the proposed transactions contemplated to be entered into by and among MICT, Inc. (the “Company”), BNN Technology PLC (“BNN”), a leading technology, content and services company, and an unrelated third party that is a leading platform as a service provider of transaction technology.

#### **Exhibit Document**

- 99.1 Press release announcing financial results for the second quarter ended June 30, 2018, dated August 15, 2018.
- 99.2 Transcript of Investor Conference Call held on August 15, 2018.
- 99.3 Slides used during Investor Conference Call held on August 15, 2018.

#### *Important Information*

The tender offer referred to in this document has not yet commenced. This communication is for informational purposes only and is neither an offer to purchase nor a solicitation of an offer to sell shares of the Company, nor is it a substitute for the tender offer materials that BNN will file with the Securities and Exchange Commission (the “SEC”) upon commencement of the tender offer. At the time the tender offer is commenced, BNN will file a tender offer statement on Schedule TO with the SEC, and the Company will file a solicitation/recommendation statement on Schedule 14D-9 with respect to the tender offer. Once filed, investors will be able to obtain the tender offer statement on Schedule TO, the offer to purchase, the Company’s Solicitation/Recommendation Statement on Schedule 14D-9 and related materials with respect to the tender offer and the transactions contemplated thereby free of charge at the website of the SEC at [www.sec.gov](http://www.sec.gov), and from the information agent named in the tender offer materials. Investors may also obtain, at no charge, any such documents filed with or furnished to the SEC by the Company under the “Investor Relations” section of the Company’s website at <http://micronet-enertec.com/IR-SEC%20Filings.asp>.

INVESTORS ARE ADVISED TO READ THESE DOCUMENTS WHEN THEY BECOME AVAILABLE, INCLUDING THE SOLICITATION/RECOMMENDATION STATEMENT OF THE COMPANY AND ANY AMENDMENTS THERETO, AS WELL AS ANY OTHER DOCUMENTS RELATING TO THE TENDER OFFER AND THE TRANSACTIONS CONTEMPLATED THEREBY THAT ARE FILED WITH THE SEC, CAREFULLY AND IN THEIR ENTIRETY PRIOR TO MAKING ANY DECISIONS WITH RESPECT TO WHETHER TO TENDER THEIR SHARES PURSUANT TO THE TENDER OFFER BECAUSE THEY CONTAIN IMPORTANT INFORMATION, INCLUDING THE TERMS AND CONDITIONS OF THE TENDER OFFER. THE TENDER OFFER STATEMENT (INCLUDING AN OFFER TO PURCHASE, A RELATED LETTER OF TRANSMITTAL AND OTHER TENDER OFFER DOCUMENTS) AND THE SOLICITATION/RECOMMENDATION STATEMENT WILL CONTAIN IMPORTANT INFORMATION THAT SHOULD BE READ CAREFULLY AND CONSIDERED BEFORE ANY DECISION IS MADE WITH RESPECT TO THE TENDER OFFER.

