

MICT, Inc.
Form SC 13G/A
February 15, 2019

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)

MICT, INC.

(Name of Issuer)

Common Stock, \$0.001 par value per share

(Title of Class of Securities)

55328R109

(CUSIP Number)

December 31, 2018

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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Names of Reporting Persons

1.

David Lucatz

Check the Appropriate Box if a Member of a Group (See Instructions)

2.

(a)

(b)

SEC Use Only

3.

Citizenship or Place of Organization

4.

Israel

Sole Voting Power

Number of 5.

Shares 600,000 shares of Common Stock

Beneficially Shared Voting Power

Owned By 6.

Each 1,234,200
Sole Dispositive Power

Reporting 7.

Person 600,000 shares of Common Stock

With Shared Dispositive Power

8.

1,234,200

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

1,834,200 shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (9)

11.

18.4%

Type of Reporting Person (*See Instructions*)

12.

IN

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Names of Reporting Persons

1.

D.L. Capital Ltd.

Check the Appropriate Box if a Member of a Group (See Instructions)

2.

(a)

(b)

SEC Use Only

3.

Citizenship or Place of Organization

4.

Israel

Sole Voting Power

Number of 5.

Shares

0

Beneficially

Shared Voting Power

Owned By 6.

Each

1,234,200 shares of Common Stock
Sole Dispositive Power

Reporting 7.

Person

0

With

Shared Dispositive Power

8.

1,234,200 shares of Common Stock

Aggregate Amount Beneficially Owned by Each Reporting Person

9.

1,234,200 shares of Common Stock

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

Percent of Class Represented by Amount in Row (9)

11.

13.21%

Type of Reporting Person (*See* Instructions)

12.

CO

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Item 1(a). Name of Issuer

MICT, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices

28 West Grand Avenue, Suite 3, Montvale, New Jersey 07645

Item 2(a). Name of Person Filing

David Lucatz and D.L. Capital Ltd. ("DLC") are referred to individually herein as a "Filing Person" and collectively as the "Filing Persons." Mr. Lucatz is the controlling shareholder, Chief Executive Officer and Chairman of the Board of Directors of DLC and may be deemed to have beneficial ownership with respect to all shares held by DLC.

Item 2(b). Address of Principal Offices or, if None, Residence

c/o MICT, Inc.

28 West Grand Avenue, Suite 3, Montvale, New Jersey 07645

Item 2(c). Citizenship

Mr. Lucatz is a citizen of Israel. DLC is a corporation organized under the laws of the State of Israel.

Item 2(d). Title of Class of Securities

Common Stock, \$0.001 par value per share

Item 2(e). CUSIP Number

55328R109

Item 3. If the statement is being filed pursuant to Rule 13d-1(b) or 13d-2(b) or (c), check whether the filing person is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with §240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) Group, in accordance with §240.13d-1(b)(1)(ii)(K).

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Item 4 Ownership

1. David Lucatz.

(a) Amount beneficially owned:

David Lucatz is deemed to beneficially own 1,834,200 shares of Common Stock, of which 600,000 are issuable upon the exercise of options.

(b) Percent of class:

18.4%, calculated based on the 9,342,115 shares of Common Stock of the Company outstanding as of November 19, 2018 as reported in the issuer's Quarterly Report on Form 10-Q filed with the SEC on November 19, 2018.

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote:

0

(ii) Shared power to vote or direct the vote:

1,234,200 shares

(iii) Sole power to dispose or to direct the disposition of:

0

(iv) Shared power to dispose or to direct the disposition of:

1,234,200 shares

2. D.L. Capital Ltd.

(a) Amount beneficially owned:

DLC directly owns 1,234,200 shares of Common Stock.

(b) Percent of class:

13.21%, calculated based on the 9,342,115 shares of Common Stock of the Company outstanding as of November 19, 2018 as reported in the issuer's Quarterly Report on Form 10-Q filed with the SEC on November 19, 2018.

(c) Number of shares as to which the person has:

(i) Sole power to vote or direct the vote:

600,000 shares

(ii) Shared power to vote or direct the vote:

0

(iii) Sole power to dispose or to direct the disposition of:

600,000 shares

(iv) Shared power to dispose or to direct the disposition of:

0

Item 5 Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than 5 percent of the class of securities, check the following

Item 6 Ownership of More Than Five Percent on Behalf of Another Person

The shares of Common Stock beneficially owned by Mr. Lucatz , except for 600,000 shares of Common Stock issuable upon the exercise of options, are directly held by DLC.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person

Not applicable.

Item 8 Identification and Classification of Members of the Group

Not applicable.

Item 9 Notice of Dissolution of Group

Not applicable.

Item 10 Certification

(a) Not applicable.

(b) Not applicable.

(c) By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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After reasonable inquiry and to the best of the knowledge and belief of the undersigned, the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 15, 2019

/s/ David Lucatz
David Lucatz

D.L. Capital Ltd.

/s/ David Lucatz
David Lucatz
Chief Executive Officer

Attention. Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18 U.S.C. 1001).

EXHIBIT INDEX

Exhibit Description

- | | |
|---|--|
| 1 | <u>Exhibit 1 Joint Filing Agreement filed by and among the Reporting Persons, dated February 13, 2014 (incorporated herein by reference to Exhibit 1 to the Schedule 13G filed on February 13, 2014.</u> |
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