

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

OMB APPROVAL

OMB Number: 3235-0104

Estimated average burden

hours per response: 0.5

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>Pascal Tomer</u> (Last) (First) (Middle) <u>C/O MOHAWK GROUP HOLDINGS, INC.</u> <u>37 EAST 18TH STREET, 7TH FLOOR</u> (Street) <u>NEW YORK NY 10003</u> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) <u>06/12/2019</u>	3. Issuer Name and Ticker or Trading Symbol <u>Mohawk Group Holdings, Inc. [MWK]</u>	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Chief Revenue Officer</u>	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
<u>Common Stock</u>	<u>230,473⁽¹⁾</u>	<u>I</u>	<u>By ELZ Ventures LTD⁽²⁾</u>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				
<u>Stock Option (Right to Buy)</u>	<u>(3)</u>	<u>11/20/2027</u>	<u>Common Stock</u>	<u>15,655</u>	<u>6.79</u>	<u>I</u> <u>By ELZ Ventures LTD⁽²⁾</u>
<u>Stock Option (Right to Buy)</u>	<u>(4)(5)</u>	<u>12/28/2028</u>	<u>Common Stock</u>	<u>166,666</u>	<u>9.72</u>	<u>I</u> <u>By ELZ Ventures LTD⁽²⁾</u>

Explanation of Responses:

- Comprised of 230,473 shares of restricted common stock granted pursuant to the Issuer's 2019 Equity Plan that are subject to vesting. The shares of restricted common stock shall vest in four equal installments on the 6, 12, 18 and 24 month anniversaries of the closing of the Issuer's initial public offering.
- The Reporting Person is the sole owner of ELZ Ventures LTD.
- 1/4th of the shares subject to the option vested on August 14, 2018 and 1/48th of the number of shares subject to the option vested or shall vest following each one month period thereafter, subject to the Reporting Person's continued services to the Issuer through each such vesting date.
- 1/3rd of the number of shares subject to the option shall vest on October 11, 2019 and 1/36th of the number of shares subject to the option shall vest following each one month period thereafter, subject to the Reporting Person's continued service to the Issuer through each such vesting date.
- All of the unvested shares subject to the option shall vest upon either: (i) the accumulation, by means of any transaction or series of related transactions, whether directly or indirectly, beneficially or of record, by any individual and/or entity of more than 50% the outstanding shares of common stock of the Issuer, whether by merger, consolidation, sale or other transfer of shares of the Issuer's common stock, so long as the holders of the Issuer's common stock, immediately after such transaction or series of transactions, hold less than 50% of the common stock of the Issuer or the voting securities of the surviving or acquiring entity or (ii) a sale of all or substantially all of the assets of the Issuer, which may include a license transaction.

Remarks:

Exhibit 24 - Power of Attorney

/s/ Tomer Pascal06/12/2019

** 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 5 (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.

POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Yaniv Sarig, Fabrice Hamaide and Joseph A. Risico, signing singly, the undersigned's true and lawful attorney-in-fact and agent to:

(1) execute for and on behalf of the undersigned, an officer, director and/or holder of 10% or more of a registered class of securities of Mohawk Group Holdings, Inc., a Delaware corporation (the "Company"), Forms 3, 4 and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934, as amended, and the rules promulgated thereunder;

(2) do and perform any and all acts for and on behalf of the undersigned that may be necessary or desirable to complete and execute any such Form 3, 4 and 5, complete and execute any amendment or amendments thereto, and timely file such forms or amendments with the United States Securities and Exchange Commission and any stock exchange or similar authority, as required; and

(3) take any other action of any nature whatsoever in connection with the foregoing which, in the opinion of any such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934, as amended.

This Power of Attorney shall remain in full force and effect with respect to the undersigned until the earliest to occur of (a) such date that the undersigned is no longer required to file Forms 3, 4 and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, or (b) the revocation by the undersigned in a signed writing delivered to the Company and the foregoing attorneys-in-fact. This Power of Attorney shall terminate with respect to each of the foregoing attorneys-in-fact at such time as such attorney-in-fact is no longer employed by the Company or any of its subsidiaries.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 5th day of June, 2019.

/s/ Tomer Pascal

Signature

Tomer Pascal

Print Name