
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 2, 2015

Commission file number: 0-22773

NETSOL TECHNOLOGIES, INC.

(Exact name of small business issuer as specified in its charter)

NEVADA
(State or other Jurisdiction of
Incorporation or Organization)

95-4627685
(I.R.S. Employer NO.)

24025 Park Sorrento, Suite 410, Calabasas, CA 91302
(Address of principal executive offices) (Zip Code)

(818) 222-9195 / (818) 222-9197
(Issuer's telephone/facsimile numbers, including area code)

Item 2.02 Results of Operations and Financial Condition.

On October 30, 2015, NetSol Technologies, Inc.'s Pakistani subsidiary, NetSol Technologies, Ltd. posted the results of operations and financial conditions for the period ended September 30, 2015. The results are posted on the Karachi Stock Exchange. These results represent only the results of one subsidiary of NetSol Technologies, Inc. and are not representative of the results of the NetSol Technologies, Inc. on a consolidated basis.

The information in this report shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"), or otherwise subject to the liability of that section, and shall not be incorporated by reference into any registration statement or other document filed under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such filing.

Exhibits

99.1 Earnings Announcement for October 30, 2015 for NetSol Technologies Ltd.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NETSOL TECHNOLOGIES, INC.

Date: November 2, 2015

/s/ Najeeb Ghauri

NAJEEB GHAURI
Chief Executive Officer

Date: November 2, 2015

/s/ Roger Almond

ROGER ALMOND
Chief Financial Officer

NetSol Technologies Limited Pakistan, (“NetSol PK”), a majority owned subsidiary of NetSol Technologies, Inc. servicing the Asia-Pacific region, today announced financial results for the quarter ended September 30, 2015.

Financial Highlights Q1, 2015-16

- Revenues increased to PKR 674 million compared to PKR 493 million in corresponding quarter of last fiscal year
- Gross profit increased to PKR 139 million versus a gross profit of PKR 29 million in the same period of last fiscal year
- Company posted a net loss of PKR 71 million compared to a loss of 190 million last year

Revenues for the quarter ended September 30, 2015 increased to PKR. 674 million compared with PKR 493 million in same quarter of last year. Major component driving this increase in revenues is the sale of NFS™ to two different customers in China. In addition to it, certain revenue related to establishment of model office for a prospective customer of NFS Ascent™ has also been recognized in this quarter. Gross profit increased to PKR 139 million compared to PKR 29 million in the corresponding period. Company posted a net loss of PKR 71 million compared to a loss of PKR 190 million previous year. Loss per diluted share was PKR 0.79 in comparison of a loss per share of PKR 1.99 in the corresponding period of last fiscal year. Included in the net loss is depreciation and amortization expense of PKR 176 million (2015: PKR 203 million) as well as loss on foreign currency translation worth PKR 7.3 million. Company posted net EBITDA profit of PKR 1.28 per diluted share compared to an EBITDA profit of PKR 0.19 per share in the corresponding period.
