



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

August 9, 2011

Via E-mail

Mr. Najeeb Ghauri  
Chief Executive Officer  
Netsol Technologies, Inc.  
23901 Calabasas Road  
Suite 2072  
Calabasas, CA 91302

**Re: Netsol Technologies, Inc.  
Form 10-K for the Fiscal Year Ended June 30, 2010  
Filed on September 10, 2010  
File No. 000-22773**

Dear Mr. Ghauri:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Craig Wilson

Craig Wilson  
Sr. Asst. Chief Accountant