

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

FORM 12b-25

NOTIFICATION OF LATE FILING

Commission File Number 333-28861

(Check One):

Form 10-K Form 20-F Form 11-K Form 10-Q Form N-SAR

For Period Ended: December 31, 2001

Transition Report on Form 10-K
 Transition Report on Form 20-F
 Transition Report on Form 11-K
 Transition Report on Form 10-Q
 Transition Report on Form N-SAR

For the Transition Period Ended: _____

Nothing in this form shall be construed to imply that the Commission has
verified any information contained herein.

If the notification relates to a portion of the filing checked above, identify
the Item(s) to which the notification relates:

PART I -- REGISTRANT INFORMATION

NetSol International, Inc.

Full Name of Registrant

Former Name if Applicable

24025 Park Sorrento, Ste. 220

Address of Principal Executive Office (Street and Number)

Calabasas, CA 91302

City, State and Zip Code

PART II--RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense
and the registrant seeks relief pursuant to Rules 12b-25(b), the following
should be completed. (Check box if appropriate)

(a) The reasons described in reasonable detail in
Part III of this form could not be eliminated
without unreasonable effort or expense;

(b) The subject annual report, semi-annual
report, transition report on Form 10-K, Form
20-F, 11-K, Form N-SAR, or portion thereof,
will be filed on or before the fifteenth
calendar day following the prescribed due
date; or the subject quarterly report of
transition report on Form 10-Q, or portion

thereof will be filed on or before the fifth calendar day following the prescribed due date; and

- [] (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III--NARRATIVE

State below in reasonable detail the reasons why the Form 10-K, 20-F, 11-K, 10-Q, N-SAR, or the transition report or portion thereof, could not be filed within the prescribed time period. (ATTACH EXTRA SHEETS IF NEEDED)

See Exhibit 1

PART IV--OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification

<Table>

<S>	<C>	<C>
Naeem Ghauri, CEO	818	222-9195
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(Name)	(Area Code)	(Telephone Number)

</Table>

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

[X] Yes [] No

- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

[] Yes [X] No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

NetSol International, Inc.

(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date February 14, 2002

By /s/ SYED HUSAIN

Syed Husain, Chief Operating Officer

INSTRUCTION: The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

ATTENTION

*Intentional misstatements or omissions of fact constitute Federal Criminal
Violations (See 18 U.S.C. 1001)*

(Attach Extra Sheets If Needed)
EXHIBIT 1

Management is awaiting final report from Pakistan to submit to its auditors for consolidation. This delay has caused the delinquency in filing of this quarterly report.