

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): March 14, 2007

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.)

23901 Calabasas Road, Suite 2072, 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 7.01. REGULATION FD DISCLOSURE.

In anticipation of the planned presentation by NetSol Technologies, Inc. (the “Company”) to a group of potential investors at the B. Riley & Company’s 8th Annual Investor Conference (the “Conference”) held on March 14, 2007 at the Palms Casino Resort in Las Vegas, Nevada, the Company is filing this current report on Form 8-K to disclose its planned presentation materials in order to avoid the selective disclosure of any material nonpublic information at the Conference. The Company’s presentation materials and its press release regarding the Conference are attached hereto as Exhibits 99.1 and 99.2, respectively.

The information contained in this Current Report on Form 8-K and the exhibits attached hereto 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 liabilities of that section, nor shall such information or such exhibits be deemed incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing. The information set forth in or exhibits to this Form 8-K shall not be deemed an admission as to the materiality of any information in this report on Form 8-K that is required to be disclosed solely to satisfy the requirements of Regulation FD.

Exhibits

99.1 Company’s Presentation and Materials

99.2 Press Release

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: March 14, 2007

/s/ Najeeb Ghauri

NAJEEB GHOURI
Chief Executive Officer

Date: March 14, 2007

/s/ Tina Gilger

Tina Gilger
Chief Financial Officer



B. Riley & Co. 8th Annual Las Vegas Investor Conference

March 14, 2007

Najeeb U. Ghauri
Chairman & Chief Executive Officer

Safe Harbor Statement

This presentation may contain forward-looking statements relating to the development of NetSol Technologies' products and services and future operation results, including statements regarding the Company that are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. The words "believe," "expect," "anticipate," "intend," variations of such words, and similar expressions, identify forward-looking statements, but their absence does not mean that the statement is not forward looking. These statements are not guarantees of future performance and are subject to certain risks, uncertainties and assumptions that are difficult to predict. Factors that could affect the Company's actual results include the progress and costs of the development of products and services and the timing of the market acceptance. Any forward-looking statements contained herein speak only as of the date hereof. The Company undertakes no obligation to update or review any forward-looking statements.

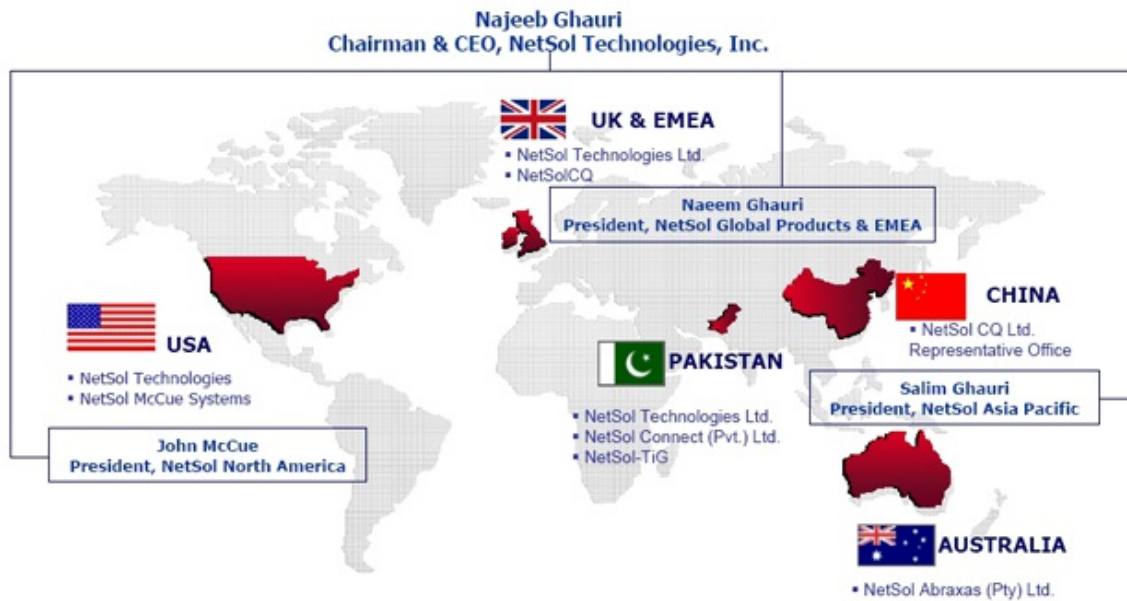


Investment Highlights

- **Premier multinational end-to-end solutions provider of enterprise software and IT consulting services to the financial services industry**
- **Global footprint and market penetration**
 - Asia-Pacific
 - Europe/Middle East/Africa
 - North America
- **Compelling offshore business model, offering world-class technology expertise**
 - CMMi Level 5 Assessment (Software Engineering Institute, Carnegie Mellon)
 - ISO 9001
- **Marquee client base**
- **Robust sales pipeline and growing demand**
- **Experienced and incentivized management team**



Global Footprint and Market Penetration



Compelling Offshore Business Model

- **Pakistan: one of the newest and fastest growing IT export markets in the world**
 - Significant cost arbitrage relative to India
 - Large pool of qualified, highly skilled IT developers and consultants
 - Motivated and supportive national government
 - Established Pakistan Software Export Board (PSEB) to build up IT industry
 - Tax incentives
 - 15 year tax holiday on IT exports and products
- **NetSol IT Village (Lahore): world-class facility and resources**
 - More than 600 IT professionals
 - Early mover advantage in Pakistan's nascent BPO/outsourcing market
 - Represents significantly lower start-up costs for captive BPO



World-Class Technology Processes



NetSol's commitment to quality is demonstrated by its achievement of both SEI (Software Engineering Institute) CMMi (Capability Maturity Model) Level 5 assessment and ISO 9001 certification, a distinction shared by only 94 companies worldwide.



Blue Chip Client Base

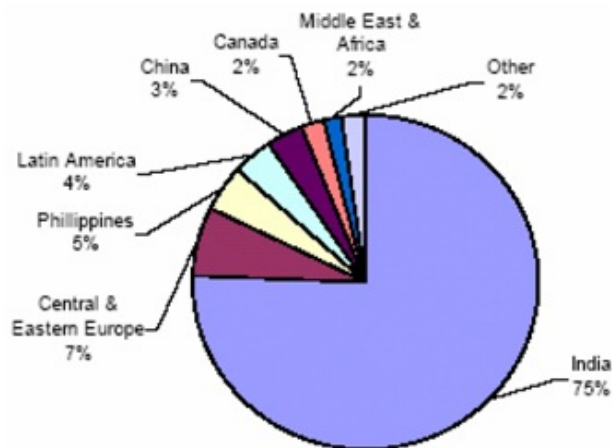


Mercedes-Benz



Market Opportunity

Worldwide Offshore IT Services Export Share by Region was \$9.8 billion in 2004



- Source: IDC

- Global equipment leasing market is estimated to represent a \$600 - \$700 billion annual opportunity

- Sources: Lehman Bros. and Maxim Group

- The U.S. accounts for nearly 1/3 of the global equipment leasing marketplace, with ~80% of U.S. companies leasing all or a portion of their equipment

- Source: Maxim Group



Growth Drivers

- Companies looking at offshore development as strategic necessity to generate operational efficiencies
 - Cost arbitrage with highest level of quality
- Emerging growth opportunities in China and Southeast Asia
 - China is currently the Company's #1 revenue-generating market
- Opportunity to cross-sell products and services to blue-chip customer base
- Emerging Pakistani IT software and services market
 - CMMi Level 5 assessment and ISO 9001 certification
- LeaseSoft and LeasePak are end-to-end solutions that are adaptable to retail and wholesale finance applications



Growth Strategy

- **Enhance sales and marketing efforts in core markets (APAC, Europe and North America)**
- **Cross-sell and market BPO and IT consulting services to enterprise software customers**
- **Capitalize on significant offshore cost arbitrage**
 - Leverage IT brain trust and cost advantages of Lahore facility
- **Secure additional e-Governance contract with Pakistan (national) and Punjab (provincial) governments**
 - e-Government spending by Pakistan federal government is expected to range between US \$75-80 million over the next three years
- **Leverage existing strategic alliances and form new partnerships**
- **Introduce new products and services to the market**



Competitive Differentiation

- **Functional depth**
 - Ability to accommodate many different styles of market competition, regulation, tax, insurance and audit requirements
- **Operational comprehensiveness**
 - End-to-end solutions that manage the full leasing lifecycle
 - Significant expertise in Open Source development
 - Extensive capabilities to provide value-added IT enabled services, business process outsourcing and maintenance of legacy applications
- **Web-enabled and Web-based technology**
 - The Internet is an increasingly important channel for sales, for the virtual extension of the enterprise and for inter-organizational collaboration
- **Reliability**
 - Proven ability to manage large asset volumes and large numbers of concurrent users



Core Business

- **Developer of end-to-end enterprise solutions**
 - Equipment and vehicle finance portfolio management solutions
 - Banking and insurance products
 - Online collaboration technologies & content management
 - Business intelligence & asset management solutions
 - Processes improvement & information security consulting
- **Provider of customized application development**
 - e-Government initiatives in Pakistan across open source and proprietary solutions
 - Business and IT consulting services for Fortune 500 client base
- **ISP provider in Pakistan**



Enterprise Software

Licensing, Service and Maintenance

- **LeaseSoft** – commercial finance applications
 - Sold in APAC and EMEA
 - China is #1 revenue generating market
- **LeasePak** – equipment and vehicle portfolio management solution
 - Product sold in North America
- **inBanking** – new product
 - End-to-end solution for front, middle and back-office treasury requirements



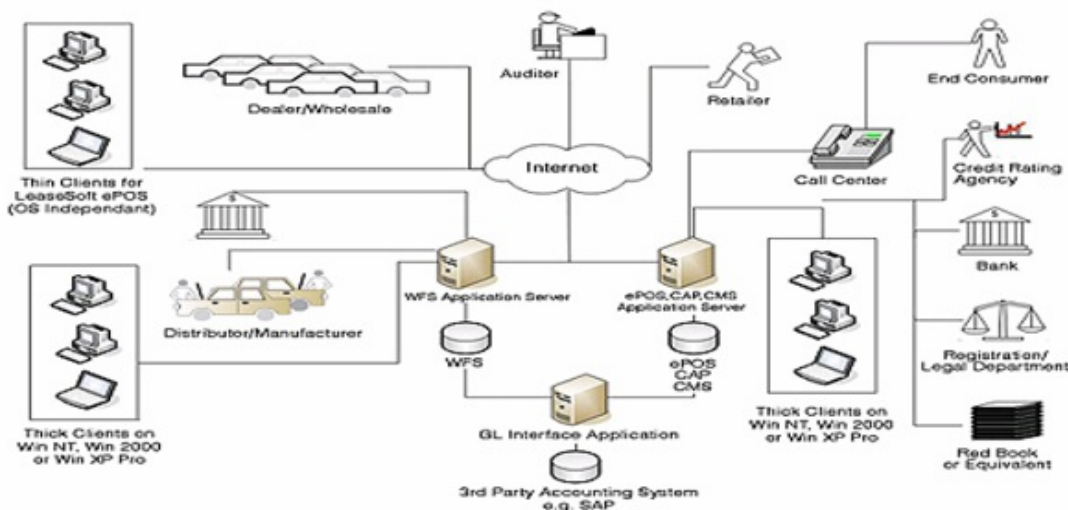
inBanking[®]



- **End-to-end productivity suite for the captive finance industry**
 - Modular and scalable asset-based solution that is adaptable to a specific industry sector
 - Streamlines the entire leasing/financing cycle
- **Three primary applications**
 - Credit Application Processing System (CAP)
 - Contract Management System (CMS)
 - Wholesale Finance System (WFS)
- **Eight years of development and approximately 1 million man hours invested in development of product**
- **Recognized as a Solutions Blueprint by Intel**
- **Current clients include: DaimlerChrysler, Toyota, Yamaha, etc.**



LeaseSoft – *Typical Functional Architecture*



...LeaseSoft is scalable to the asset, loan, consumer and auto finance sectors

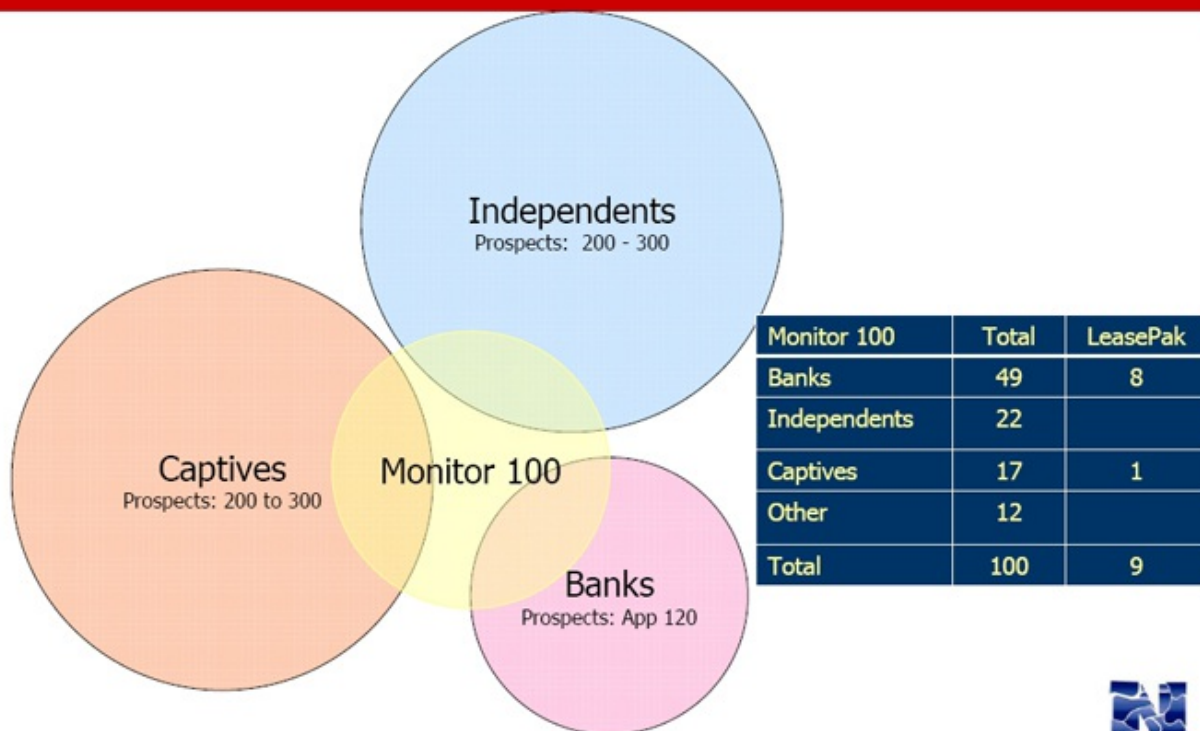


LeasePak

- **End-to-end asset finance accounting and portfolio management system**
 - Offers flexibility to streamline operations across the full lease lifecycle
 - Accurately tracks leases, loans and equipment from origination through end-of-term and disposition
 - Configured to handle unique tax and regulatory requirements of North America
- **Complement to LeaseSoft in the North American market**
 - Significant brand recognition in U.S. and Canada
- **Used by banks, leasing companies and manufacturers**
- **Current clients include: Cisco, Hyundai, ORIX, JP Morgan/Chase, Key Bank and Volkswagen Credit**



LeasePak – U.S. Sales Universe



- **Newest enterprise software solution**
- **Designed for front, middle and back-office treasury requirements**
 - Provides risk management, credit control, pricing and rate feeds
 - Optimized to handle full suite of instruments, including:
 - Foreign exchange
 - Money market trading
 - Long-term securities
 - Financial futures
 - OTC derivatives and options and Exchange traded options
- **Complete replacement system based on Microsoft (.Net) framework**
- **Currently in beta-testing phase**



Outsourcing, Business & IT Consulting Services

- **Customized application development**
 - SDLC analysis, design, implementation and testing
- **Network infrastructure management**
- **Data center management**
- **IT consulting**
 - Content Management
 - Asset Management
 - GIS Development
 - Open Source Development
- **Business intelligence**
- **Project management**
 - Program management of large-scale countrywide projects



Extended Innovation

TiG NetSol (Pvt) Ltd.

- **Extended Innovation – name of joint venture**
 - Alliance between NetSol and The Innovation Group ("TiG")
 - Focus on insurance IT services vertical
 - Organized in 2005 to better leverage intellectual resources for TiG clients
- **Marquee insurance clients serviced from Lahore facility**
 - Clients include: Hertz, AllState, Cendant and other global blue-chip insurance companies
- **Currently utilizing the resources of 75 developers with expertise in configuration, testing, business analysis and technical publication**
- **Robust pipeline of opportunities**
 - Expect to 50 developers to team by end of FY'07 to accommodate additional business



Financials



Income Statement Highlights

All numbers in thousands

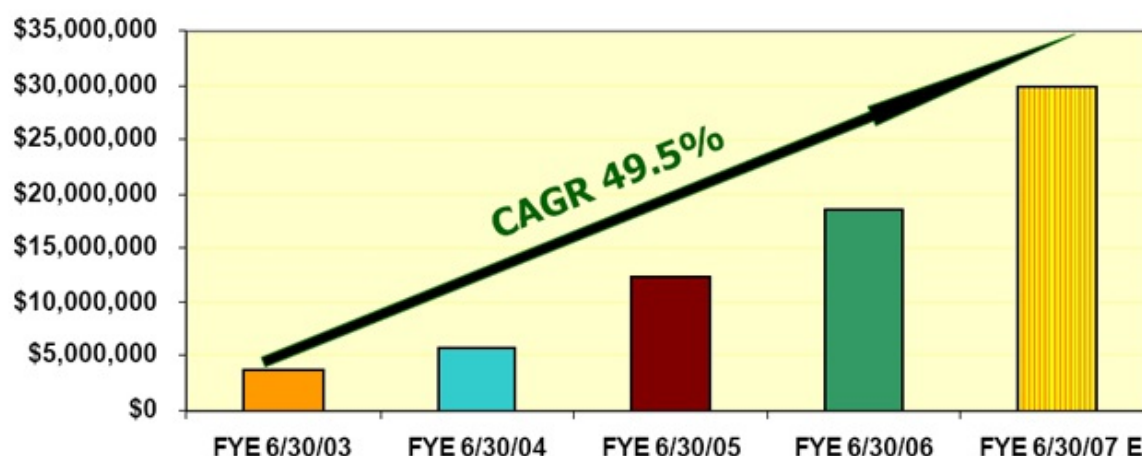
PERIOD ENDING	<u>12/31/06</u>	<u>9/30/06</u>	<u>6/30/06</u>	<u>3/31/06</u>
Total Revenue	\$ 7,227	\$ 5,863	\$ 4,650	\$ 5,046
Cost of Revenue	3,586	2,812	3,058	2,319
Gross Profit	3,641	3,051	1,593	2,727
Operating Income or Loss	\$ 375	\$ (159)	\$ (1,488)	\$ 269
EBITDA	\$ 527*			
Minority Interest	(559)	(247)	(254)	(187)
Net Income	\$ (4,653)	\$ (1,296)	\$ (1,704)	\$ 22
Preferred Stock And Other Adjustments	(66)	-	-	-
Net Income Applicable To Common Shares	\$ (4,718)**	\$ (1,296)	\$ (1,704)	\$ 22
EBITDA Per Share (basic and diluted)	\$ 0.03 *			
Earnings (Loss) Per Share (basic and diluted)	\$ (0.27)**	\$ (0.08)	\$ (0.11)	\$ 0.00

* Excludes one-time non-cash charge of \$4.3 million

** Includes one-time non-cash charge of \$4.3 million

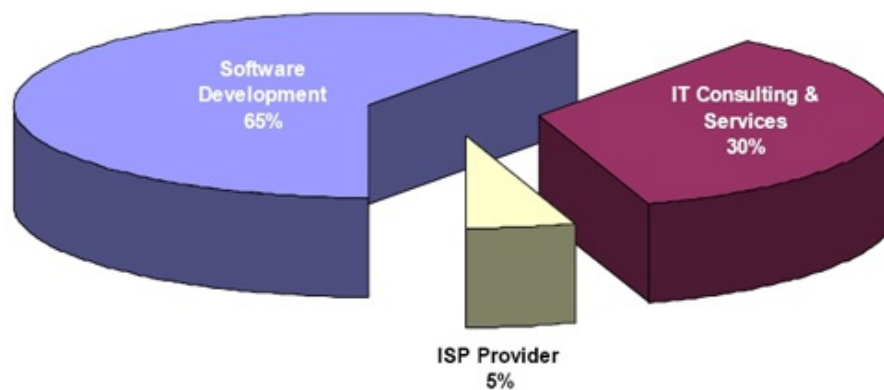


Strong Annual Revenue Growth

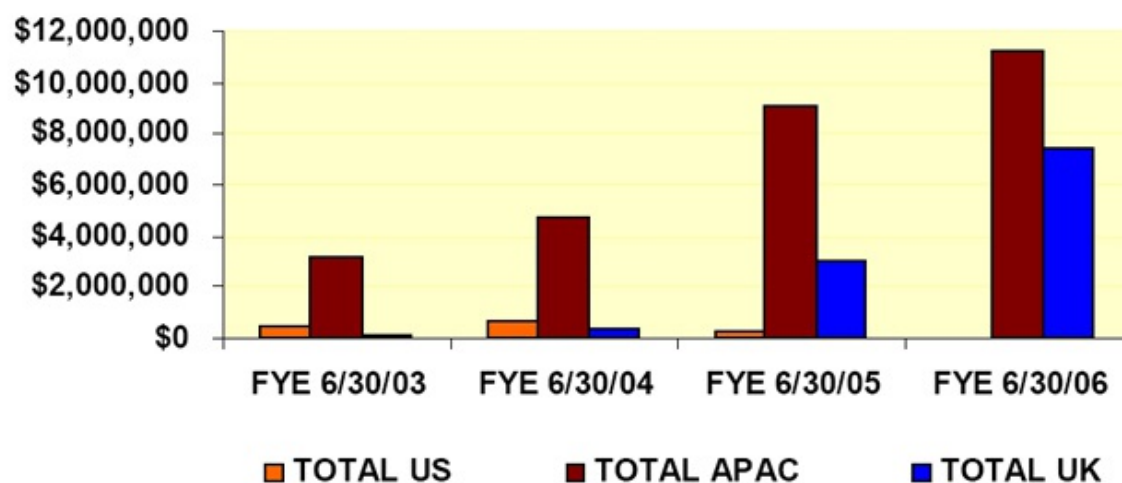


Revenue Mix

FY 2006 Revenue Mix



Revenue by Division



Total US does not include revenues from McCue Systems, which was acquired in June 2006.



Consolidated Balance Sheet Highlights

December 31, 2006

ASSETS		
Current assets:		
Cash and cash equivalents	\$ 2,707,147	
Accounts receivable, net of allowance for doubtful accounts of \$106,0	8,305,346	
Revenues in excess of billings	6,492,027	
Other current assets	2,107,134	
Total current assets		19,611,654
Intangibles:		
Product licenses, renewals, enhancements, copyrights, trademarks, and tradenames, net	5,794,466	
Goodwill	6,092,906	
Total intangibles		14,662,099
Total assets		\$ 40,641,857
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued expenses	\$ 5,095,034	
Billings in excess of revenues	1,290,255	
Due to officers	400,533	
Dividend to preferred stockholders payable	65,598	
Loans payable, bank	1,229,911	
Total current liabilities		8,852,598
Total liabilities		9,071,612
Minority interest		2,432,891
Stockholders' equity:		
Total stockholders' equity		29,137,354
Total liabilities and stockholders' equity		\$ 40,641,857



Capital Market Summary

Market/Symbol	NASDAQ : NTKW
Stock Price (as of 03-09-2007)	\$1.67
Shares Outstanding	17.97 million
Market Capitalization	~\$30 million
Float	9.3 million shares
Cash (as of 12-31-2006)	\$2.7 million
Total Debt (as of 12-31-2006)	\$2.2 million \$219,000 = long-term leases
52-Week High/Low	\$1.27 - \$2.48
Fiscal Year End	June 30



Investment Summary

- **Premier global provider of enterprise software and services for the lease and captive finance industries**
 - Only company with dedicated offshore development resources specializing in equipment leasing
- **Compelling offshore business model**
- **Global operations and market penetration**
- **Blue-chip software client base**
 - Opportunity to cross market and sell IT services
- **Robust sales pipeline and growing demand**
- ~~**Experienced and incentivized management team**~~

= Opportunity to enhance shareholder value



NetSol Technologies, Inc.

NasdaqCM: NTWK

Thank you

To learn more about NetSol Technologies, Inc., visit
www.netsoltek.com





NEWS RELEASE

NetSol Management to present at The B. Riley & Co. Eighth Annual Las Vegas Investor Conference

CALABASAS, CA - March 6, 2007 -- NetSol Technologies, Inc. ("NetSol") (NASDAQ: NTWK), a multinational provider of enterprise software and IT services to the financial services industry, today announced that management is scheduled to present at the B. Riley & Co. Eighth Annual Las Vegas Investor Conference on Wednesday, March 14 at 11:15 a.m. PST at the Palms Casino Resort.

During the presentation, Najeeb Ghauri, chairman and chief executive officer, will provide insight about NetSol's products, business strategy and financial results. The presentation will be broadcast live over the Internet and a replay of the call will be archived in the Investor Relations section of the NetSol web site, www.netsoltek.com.

Also, Mr. Ghauri is available for meetings with investors at the Conference. To schedule a meeting, please contact your B. Riley & Co. sales representative, or Christopher Chu of The Global Consulting Group - tel: +1 (646) 284-9426 or email: cchu@hfgcg.com.

About NetSol Technologies

NetSol Technologies is a multinational provider of enterprise software and IT services to the financial services industry. NetSol helps clients to identify, evaluate and implement technology solutions to meet their strategic business challenges and maximize their bottom line. By utilizing its worldwide resources, NetSol delivers high-quality, cost-effective equipment and vehicle finance portfolio management solutions. The Company also delivers managed IT services ranging from consulting and application development to systems integration and development outsourcing. NetSol's commitment to quality is demonstrated by its achievement of both ISO 9001 and SEI (Software Engineering Institute) CMMi (Capability Maturity Model) Level 5 assessment, a distinction shared by only 94 companies worldwide. The Company's clients include global automakers, financial institutions, technology companies and governmental agencies. NetSol's largest customer, DaimlerChrysler Services, ranks the Company as a preferred vendor in 40⁺ countries. Headquartered in Calabasas, CA, NetSol Technologies also has operations and/or offices in London, San Francisco, Adelaide, Beijing, Toronto, and Lahore and Karachi, Pakistan. To learn more about NetSol Technologies, visit the Company's web site at www.netsoltek.com.

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