#### 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): September 8, 2010 (September 8, 2010)

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)

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#### Item 2.02 Results of Operations and Financial Condition.

On September 8, 2010, NetSol Technologies, Inc. issued a press release announcing results of operations and financial conditions for the year ended June 30, 2010. This release also provided guidance information for the fiscal year ending June 30, 2011. The press release is furnished as Exhibit 99.1 to this Form 8-K.

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 field 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 News Release dated September 8, 2010

# 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: September 8, 2010

/s/ Najeeb Ghauri NAJEEB GHAURI Chief Executive Officer

Date: September 8, 2010

/s/ Boo-Ali Siddiqui BOO-ALI SIDDIQUI Chief Financial Officer

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#### EXHIBIT 99.1

#### NEWS RELEASE DATED SEPTEMBER 8, 2010



Investor Relations Contact: RedChip Companies, Inc. Jon Cunningham 800-733-2447, Ext. 107 407-644-4256, Ext. 107 info@redchip.com http://www.redchip.com

# NetSol Technologies Announces Record Revenue, Return to Annual Profitability for Fiscal 2010

- Fiscal 2010 Revenues were \$36.8 million, representing an increase of 39.1% year-over-year

- Fiscal 2010 Net GAAP Income was \$1.4 million, up from an \$8.1 million GAAP net loss in 2009
- Fiscal 2010 GAAP Earnings per Share were \$0.04, up from \$0.30 loss in 2009
- EBITDA income per share was \$0.18, versus an EBITDA loss per share of \$0.09 in 2009
- Gross margin was 62.3% for fiscal 2010, up from 35.0% in fiscal 2009
- Second consecutive quarter of profitability

CALABASAS, Calif., September xx, 2010 – (GLOBE NEWSWIRE) -- NetSol Technologies, Inc. ("NetSol" or the "Company") (NASDAQ: NTWK) (NASDAQ DUBAI: NTWK), a U.S. corporation providing global business services and enterprise application solutions to private and public sector organizations worldwide, today announced its consolidated financial results for its fourth quarter and fiscal year ended June 30, 2010, highlighted by strong revenue growth and a return to annual profitability.

Najeeb Ghauri, NetSol Technologies Chairman and Chief Executive Officer, commented: "We are thrilled with our fourth quarter and fiscal year 2010 performance, highlighted by record revenues and our return to a full year of profitability. The viability of our business model has never been in question, and we have emerged from the market turmoil of the last two years a more efficient and agile company."

Mr. Ghauri continued, "We are especially excited about the recognition we have received from being recently recertified as a CMMI Level 5 firm and from passing the first stage of our ISO/IEC 20000 audit, both of which will serve to improve our long-term credibility in the global IT market and allow us to build greater trust with both potential and existing clients. Demand for enterprise software is expected to increase worldwide as the global economy starts to recover from its downturn and more companies seek to update their technology infrastructure. We will continue to develop our product pipeline, strengthen our operating efficiency, and provide the highest quality of software and support to our clients worldwide. As the key emerging markets for our products and services, such as China, continue to grow and global IT demand picks up, we look forward to another year of improving profitability in fiscal 2011."

#### **Fiscal Year 2010 Financial Results**

- -- Revenues for the fiscal year ended June 30, 2010 totaled \$36.8 million, up from \$26.4 million for fiscal year 2009, representing an increase of 39.1%.
  - -- License fees totaled \$14.2 million or 39% of total revenues.
  - -- Maintenance fees totaled \$7.0 million or 19% of total revenues.
  - -- Service fees totaled \$15.6 million or 42% of total revenues.
- -- Full year GAAP (Generally Accepted Accounting Principles) net income applicable to common shareholders was \$1.4 million, or \$0.04 per fully diluted share, compared to a GAAP net loss applicable to common shareholders of \$8.1 million, or \$0.30 per fully diluted share, in the previous year.
- -- Operating income was \$9.7 million, up from an operating loss of \$6.5 million for fiscal year 2009.
- -- Gross margins improved to 62.3%, up from 35.0% in fiscal year 2009.
- -- Full year EBITDA was \$6.8 million, or \$0.18 per diluted share, compared with an EBITDA loss of \$2.5 million, or \$0.09 per diluted share, in the year-ago period.

#### Fourth Quarter 2010 Financial Results

- -- NetSol reported consolidated revenues of \$10.7 million for the fourth quarter of fiscal year 2010, representing a 56.2% increase over \$6.9 million in revenues reported for the same period a year ago. Net revenues from license fees increased 262% to \$4.6 million, compared to \$1.3 million for the fourth quarter of fiscal year 2009.
- -- GAAP net income applicable to common shareholders for the fourth quarter of fiscal year 2010 was approximately \$1.5 million, or \$0.04 per diluted share, compared to a GAAP net loss applicable to common shareholders of \$0.9 million, or \$0.03 per diluted share, in the same period of fiscal year 2009.
- -- Operating income for the fourth quarter of fiscal year 2010 totaled approximately \$4.4 million, up from an operating loss of \$0.5 million for the same period a year ago.
- -- Gross margins improved to 69.6%, compared to 37.2% in the year-ago period.
- -- NetSol reported EBITDA of \$2.8 million, or \$0.07 per diluted share, for the fourth quarter of fiscal year 2010 compared to EBITDA of \$0.6 million, or \$0.02 per diluted share, in the year-ago period.

EBITDA is defined as earnings before interest, taxes, depreciation and amortization. The Company uses EBITDA as a measure of the Company's operating trends. Investors are cautioned that EBITDA is not a measure of liquidity or of financial performance under Generally Accepted Accounting Principles (GAAP). The EBITDA numbers presented may not be comparable to similarly titled measures reported by other companies. EBITDA, while providing useful information, should not be considered in isolation or as an alternative to net income or cash flows as determined under GAAP. Consistent with the SEC's Regulation G, the non-GAAP measures in this press release have been reconciled to the nearest GAAP measure, and this reconciliation is located under the financial table heading "Reconciliation to GAAP."

#### Fourth Quarter Business Highlights

- -- NetSol successfully implemented its complete NetSol Financial Suite ("NFS")<sup>™</sup> of products for GAC-Sofinco, a joint venture of Chinese vehicle manufacturer Guangzhou Automobile Group Co., Ltd. (GAC) and French finance company Crédit Agricole Consumer Finance. The fixed-cost project involved extensive integration with third-party vendors for accounting. The system was signed off and accepted by GAC-Sofinco on May 31, 2010.
- -- NetSol's facility in Lahore, Pakistan cleared a Stage-1 audit for ISO/IEC 20000. ISO/IEC 20000 is the first worldwide standard specifically aimed at IT Service Management. It describes an integrated set of management processes for the effective delivery of services to the business and its customers. The Company is now preparing for a Stage 2/final audit to achieve this prestigious certification by December 2010.
- -- The Company secured two major projects worth over \$3 million to implement its NFS Contract Management System (CMS) with a major international automotive manufacturer's captive finance company in the Asia-Pacific Region. NetSol's NFS solution fully automated the customer's financing business, providing improved operational efficiencies, enhanced contract lifecycle management, increased financial visibility, and quick return on investment.
- -- NetSol signed a contract of significant value with Sany Corp. of China, the world's largest concrete equipment manufacturer, to install NetSol's NFS solution to run its newly formed finance company. The complete NFS suite, including Credit Application Processing (CAP), Contract Management System (CMS) and Wholesale Finance System (WFS), was deployed by Sany Corp. across its vast dealer network as well as its business back office centers across China.
- -- NetSol formally launched its smartOCI<sup>™</sup> search engine at SAP's SAPPHIRE® NOW conference held on May 16-19, 2010 at the Orange County Convention Center in Orlando, Fla. NetSol's smartOCI<sup>™</sup> search engine is a Software-as-a-Service (SaaS) product offering that provides corporate buyers and shoppers with a simple and intuitive user interface to search multiple supplier catalogs simultaneously within the SAP SRM application.
- -- In June, the Company announced that smartOCI<sup>TM</sup> was certified by SAP for integration with SAP applications. The SAP Integration and Certification Center (SAP ICC) certified that smartOCI<sup>TM</sup> achieved the highest level of certification with the B2B-OCI catalog interface, allowing buying organizations to use smartOCI<sup>TM</sup> to search and exchange catalog content from suppliers worldwide and transfer these purchasing requests to the SAP and SRM back-end systems.
- -- North American sales of additional licenses and software upgrades for NetSol's LeasePak solution increased in the fourth quarter of fiscal 2010 and continue to grow in the current quarter.

-- NetSol retained RedChip Companies, Inc., to lead its public and investor relations programs. RedChip has a long history of success in building strong relationships with investors, and NetSol remains confident that they will successfully augment the Company's investor relations and outreach efforts.

#### First Quarter Fiscal Year 2011 Business Highlights

Developments from the current quarter, ending September 30, 2010, include the following:

- -- NetSol announced the successful implementation of its NFS solution by Minsheng Financial Leasing Co., Ltd. ("Minsheng Financial Leasing"), a leading financial leasing company in China. Minsheng Financial Leasing reports that the system's installment, launched in July 2009, has helped it to normalize and standardize its business processes, increase its participation in the financing sphere, and tremendously improve its operational efficiency.
- -- NetSol signed a LeaseSoft license upgrade agreement with Singers Healthcare Finance Limited, one of the UK's leading providers of leasing solutions to the healthcare industry.
- -- The Company was awarded a software and IT services contract valued at over \$1 million with a major U.S. automotive manufacturer's captive finance arm in China.
- -- NetSol announced a proposal to transfer ownership of its European and North American wholly owned subsidiaries to NetSol Technologies Ltd. ("NTPK"), the Company's majority-owned subsidiary in Pakistan. If approved, the internal sale of both subsidiaries would increase NetSol's ownership stake in NTPK from 58% to 76% and would consolidate the reporting of NetSol's three subsidiaries as one line item under NTPK. Because the increase in ownership would allow NetSol to recognize a greater portion of NTPK's revenues and earnings as its own, the Company would expect a net accretive effect on its earnings per share.

# Fiscal Year 2011 Forward-Looking Guidance

The Company expects revenues in the range of \$40 million to \$44 million for the fiscal year ending June 30, 2011, representing full-year revenue growth of 8.8% to 19.6% over fiscal year 2010. The Company also projects EPS in the range of \$0.15 to \$0.20 for fiscal 2011.

#### **Conference Call and Webcast Information**

NetSol will host a conference call today, September 8, 2010, at 11:00 a.m. EDT (8:00 a.m. PT) to review the Company's quarterly and year-end financial and operational performance. Najeeb Ghauri, Chairman and Chief Executive Officer of NetSol Technologies, will host the call.

To participate in the call please dial (877) 941-2068, or (480) 629-9712 for international calls, approximately 10 minutes prior to the scheduled start time. Interested parties can also listen via a live Internet webcast, which can be found at the Company's website at <a href="http://www.netsoltech.com">http://www.netsoltech.com</a>.

A replay of the call will be available for two weeks from 2:00 p.m. EDT on September 8, 2010, until 11:59 p.m. EDT on September 22, 2010. The number for the replay is (877) 870-5176, or (858) 384-5517 for international calls; the pass code for the replay is 4354355. In addition, a recording of the call will be available via the Company's website at <a href="http://www.netsoltech.com">http://www.netsoltech.com</a> for one year.

#### About NetSol Technologies, Inc.

NetSol Technologies, Inc. (NasdaqCM: NTWK) (Nasdaq Dubai: NTWK) is a worldwide provider of global IT and enterprise application solutions. Since its inception in 1995, NetSol has used its BestShoring<sup>TM</sup> practices and highly experienced resources in analysis, development, quality assurance, and implementation to deliver high-quality, cost-effective solutions. Specialized by industry, these product and services offerings include credit and finance portfolio management systems, SAP consulting and services, custom development, systems integration, and technical services for the global Financial, Leasing, Insurance, Energy, and Technology markets. NetSol's commitment to quality is demonstrated by its achievement of the ISO 9001, ISO 27001, and SEI (Software Engineering Institute) CMMI (Capability Maturity Model) Maturity Level 5 assessments, a distinction shared by 162 companies worldwide. NetSol Technologies' clients include Fortune 500 manufacturers, global automakers, financial institutions, utilities, technology providers, and government agencies. Headquartered in Calabasas, California, NetSol Technologies has operations and offices in Alameda, Adelaide, Bangkok, Beijing, Karachi, Lahore, London, and Riyadh.

To learn more about NetSol, visit http://www.netsoltech.com.

#### NetSol Technologies, Inc. Forward-looking Statements

This press release may contain forward-looking statements relating to the development of the Company's 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 within the meaning of the Private Securities Litigation Reform Act of 1995, 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. The subject Companies expressly disclaim any obligation or undertaking to update or revise any forward-looking statement contained herein to reflect any change in the company's expectations with regard thereto or any change in events, conditions or circumstances upon which any statement is based.

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Source: NetSol Technologies, Inc.

# NETSOL TECHNOLOGIES, INC. AND SUBSIDIARIES CONSOLIDATED STATEMENT OF OPERATIONS

		For the Quarter Ended			For the Year Ended					
		June 30, June 30,			June 30,					
	_	2010	_	2009		2010	Jı	ine 30, 2009		
Net Revenues:	¢		¢	1 202 200	¢		¢			
License fees	\$	4,641,770	\$	,,	\$	14,157,107	\$	4,786,332		
Maintenance fees Services		1,720,084		1,727,900		7,047,936		6,499,419		
Total revenues		4,343,206		3,841,580		15,574,853		15,162,426		
Cost of revenues:		10,705,060		6,853,180		36,779,897		26,448,177		
		1 000 100		2 125 204		0.164.140		0 707 0(5		
Salaries and consultants Travel		1,990,180 232,283		2,135,294		8,164,148		9,787,965		
Repairs and maintenance		76,911		341,589 80,051		843,626 256,997		1,334,879 370,487		
Insurance		27,553		39,371		140,496		174,761		
Depreciation and amortization		647,415		598,358		2,298,092		2,214,211		
Other		279,263		1,107,766		2,163,689		3,316,031		
Total cost of revenues	_	3,253,605	-	4,302,429	-	13,867,048		17,198,334		
Gross profit			-		-					
		7,451,455		2,550,751		22,912,849		9,249,843		
Operating expenses:		550 207		(2( 27)		0.000.041		2 1 1 5 0 0 2		
Selling and marketing		550,307		636,374		2,222,841		3,115,883		
Depreciation and amortization		267,907		497,716		1,609,854		1,973,997		
Bad debt expense		233,200		(26,973)		442,804		2,393,685		
Salaries and wages		802,585		745,859		3,026,275		3,443,390		
Professional services, including non-		250 647		338,187		900,125		1 215 020		
cash compensation		350,647		338,187				1,215,939		
Lease abandonment charges General and adminstrative		858,328		- 896,667		867,583 4,115,658		3,590,118		
	_		-	3,087,830	-	13,185,141	_			
Total operating expenses	_	3,062,974	-		_			15,733,012		
Income (loss) from operations		4,388,481		(537,079)		9,727,708		(6,483,169)		
Other income and (expenses)										
Gain (loss) on sale of assets		(10,221)		(96,564)		(224,741)		(404,820)		
Interest expense		(314,981)		(327,547)		(1,478,474)		(1,294,293)		
Interest income		27,096		44,423		261,296		291,030		
Gain on foreign currency exchange		(257 41 4)		540 722		((( 010)		0 071 407		
rates		(257,414)		549,733		(66,919)		2,371,487		
Gain on sale of subsidiary shares		-		351,522		-		351,522		
Share of net income / (loss) in		(42.510)				((7, 40.4))				
associate Beneficial conversion feature		(43,510) (515,815)		(23,052)		(67,494)		-		
Other income				,		(1,867,787)		(40,277)		
	_	(94,426) (1,209,271)	_	21,229		<u>56,571</u> (3,387,548)		(931,253)		
Total other income (expenses)	_	(1,209,271)	-	519,744	-	(3,387,348)	_	343,396		
Net income (loss) before non-										
controlling interest in subsidiary		3,179,209		(17,335)		6,340,160		(6,139,773)		
Non-controlling interest		(1,657,004)		(843,904)		(4,892,097)		(1,816,143)		
Income taxes	_	(5,337)	_	(11,501)		(53,943)		(91,132)		
Net income (loss)		1,516,869	_	(872,740)		1,394,120		(8,047,048)		
Other comprehensive income (loss):		, , , , , , , , , , , , , , , , , , , ,								
Translation adjustment		(202,296)		(114,548)		(1,496,689)		(4,151,474)		
Comprehensive income (loss)	\$	1,314,573	\$		¢	(102,569)	\$	(12,198,522)		
prosection (1000)	φ	1,314,373	φ	(307,200)	φ	(102,309)	φ	(12,170,322)		
Net income (loss) per share:										
	¢	0.04	¢	(0.02)	¢	0.04	¢	(0.20)		
Basic	\$	0.04	\$		_	0.04	\$	(0.30)		
Diluted	\$	0.04	\$	(0.03)	\$	0.04	\$	(0.30)		
Weighted average number of shares										
outstanding										
Basic	_	36,587,938	_	28,706,163	_	34,516,428	_	26,937,500		
Diluted	_	39,868,255	_	28,706,163		37,796,745		26,937,500		

# NETSOL TECHNOLOGIES, INC. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEETS

	Ju	ne 30, 2010	June 30, 2009		
ASSETS					
Current assets:					
Cash and cash equivalents	\$	4,075,546	\$	4,403,762	
Restricted Cash		5,700,000		5,000,000	
Accounts receivable, net of allowance for doubtful accounts		12,280,331		11,394,844	
Revenues in excess of billings Other current assets		9,477,278 1,821,661		5,686,277 2,307,246	
Total current assets		33,354,816		28,792,129	
Investment in associates		200,506		20,792,129	
Property and equipment, net of accumulated depreciation				-	
		9,472,917		9,186,163	
Other assets, long-term		-		204,823	
Intangibles:					
Product licenses, renewals, enhancements, copyrights,		10.002.091		12 202 607	
trademarks, and tradenames, net Customer lists, net		19,002,081 666,575		13,802,607 1,344,019	
Goodwill		9,439,285		9,439,285	
Total intangibles		29,107,941		24,585,911	
Total assets	¢		¢		
10141 455015	\$	72,136,180	\$	62,769,026	
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current liabilities:					
	¢	4 000 001	¢	5 106 266	
Accounts payable and accrued expenses Due to officers	\$	4,890,921	\$	5,106,266	
		10,911 7,285,773		6,207,830	
Current portion of loans and obligations under capitalized leases Other payables – acquisitions		103,226		103,226	
Unearned revenues		2,545,314		3,473,228	
Deferred liability		47,066			
Dividend to preferred stockholders payable		-		44,409	
Convertible notes payable , current portion		3,017,096		11,102	
Loans payable, bank		2,327,476		2,458,757	
Total current liabilities		20,227,783		17,393,716	
Obligations under capitalized leases, less current maturities		204,620		1,090,901	
Convertible notes payable less current maturities		4,066,109		5,809,508	
Long term loans; less current maturities		727,336		1,113,832	
Lease abandonment liability; long term		867,583		1,115,052	
Total liabilities				25 407 057	
		26,093,431		25,407,957	
Commitments and contingencies Stockholders' equity:					
Preferred stock, 5,000,000 shares authorized;				1 020 000	
Nil; 1,920 issued and outstanding Common stock, \$.001 par value; 95,000,000 shares authorized;		-		1,920,000	
37,103,396; 30,046,987 issued and outstanding		37,104		30,047	
Additional paid-in-capital		86,002,648		78,198,523	
Treasury stock		(396,008)		(396,008)	
Accumulated deficit		(39,859,030)		(41,253,152)	
Stock subscription receivable		(2,007,960)		(842,619)	
Common stock to be issued		239,525		220,365	
Other comprehensive loss		(8,396,086)		(6,899,397)	
		35,620,193		30,977,759	
Non-controlling interest		10,422,557		6,383,310	
Total stockholders' equity		46,042,749		37,361,069	
Total liabilities and stockholders' equity	\$	72,136,180	\$	62,769,026	
	Ψ	,,100	+	,	

# NETSOL TECHNOLOGIES, INC. AND SUBSIDIARIES STATEMENTS OF CASH FLOWS

	For the year Ended June 30,					
	2010	2009				
Cash flows from operating activities:	2010	2009				
Net income (loss)	\$ 1,394,121	\$ (8,047,048				
Adjustments to reconcile net income (loss)	+ -,+> -,-=-	+ (0,010,010				
to net cash provided by operating activities:						
Depreciation and amortization	3,907,945	4,188,208				
Provision for bad debts	442,804	2,393,685				
Gain on sale of subsidiary shares in Pakistan	-	(351,522				
Loss on transaction of debt	4,144	× ,				
Share of net (income)/loss from associates	67,494					
Loss on sale of assets	224,741	404,820				
Non controlling interest in subsidiary	4,892,097	1,816,143				
Stock issued for notes payable and related interest	39,960	1,010,11				
Stock issued for services	801,684	346,817				
Fair market value of warrants and stock options granted	803,508	261,472				
Beneficial conversion feature	1,867,787	40,27				
Changes in operating assets and liabilities:	1,007,707	10,27				
Increase/ decrease in accounts receivable	(1,316,995)	(4,679,490				
Increase/ decrease in other current assets	(3,701,022)	3,740,56				
Increase/ decrease in long-term assets	(3,701,022)	43,889				
	-	43,002				
Increase/ decrease in accounts payable and accrued	(758,557)	1 072 77				
expenses		1,073,775				
Net cash provided by operating activities	8,669,711	1,231,588				
Cash flows from investing activities:						
Purchases of property and equipment	(2,986,495)	(2,093,618				
Sales of property and equipment	641,484	65,090				
Payments of acquisition payable	-	(742,989				
Investment in associate under equity method	(268,000)					
Investment in subsidiary	-					
Increase in intangible assets	(7,603,779)	(6,662,774				
Net cash used in investing activities	(10,216,790)	(9,434,284				
Cash flows from financing activities:		(- , - , -				
Proceeds from sale of common stock	854,509	712,77				
Proceeds from the exercise of stock options and warrants	71,250	563,92				
Purchase of subsidary stock in Pakistan	-	(281,34)				
Proceeds from sale of subsidiary stock	-	558,53				
Purchase of treasury stock	<u>_</u>	(360,328				
Proceeds from convertible notes payable	3,500,000	6,000,000				
Redemption of preferred stock	(1,920,000)	0,000,000				
Restricted cash	(1,520,000)	(5,000,000				
Dividend Paid	(43,828)	(33,508				
Bank overdraft	(7,008)	159,55				
Proceeds from bank loans	4,540,971	3,843,54				
Payments on bank loans		947,870				
Payments on capital lease obligations & loans - net	(258,358) (4,328,700)	(539,497				
Net cash provided by financing activities	1,708,837	6,571,510				
Effect of exchange rate changes in cash	(489,973)	(240,290				
Net increase in cash and cash equivalents	(328,215)	(1,871,47				
Cash and cash equivalents, beginning of year	4,403,762	6,275,238				
Cash and cash equivalents, end of year	* * * * * * * * *	\$ 4,403,762				

# NETSOL TECHNOLOGIES, INC. AND SUBSIDIARIES RECONCILIATION TO GAAP

	Three Months Ended June 30, 2010		Three Months Ended June 30, 2009		Year Ended June 30, 2010		Year Ended June 30, 2009	
Net Income (loss) before preferred dividend, per								
GAAP	\$	1,516,869	\$	(872,740)	\$	1,394,121	\$	(8,047,048)
Income Taxes		5,337		11,501		53,943		91,132
Depreciation and amortization		915,322		1,096,074		3,907,946		4,188,208
Interest expense		314,981		327,547		1,478,474		1,294,293
EBITDA	\$	2,752,509	\$	562,382	\$	6,834,483	\$	(2,473,415)
							_	
Weighted Average number of shares outstanding								
Basic		36,390,648		28,706,163		34,516,428		26,937,500
Diluted		39,670,965		28,799,749		37,796,745		27,031,087
Basic EBITDA	\$	0.08	\$	0.02	\$	0.20	\$	(0.09)
Diluted EBITDA	\$	0.07	\$	0.02	\$	0.18	\$	(0.09)