

# FORM 4

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

| OMB APPROVAL                                   |           |
|--|-----------|
| OMB Number:                                    | 3235-0287 |
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |  |  |  |   |  |
|--|--|--|--|---|--|
| 1. Name and Address of Reporting Person *<br>SHAKOW ALEXANDER                              |  | 2. Issuer Name and Ticker or Trading Symbol<br>NETSOL TECHNOLOGIES INC<br>[NTWK] |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |  |
| (Last) (First) (Middle)<br>C/O NETSOL TECHNOLOGIES, INC., 23901 CALABASAS ROAD, SUITE 2072 |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/21/2012                   |  |   |  |
| (Street)<br>CALABASAS, CA 91302  |  | 4. If Amendment, Date Original Filed (Month/Day/Year)                            |  | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person  |  |
| (City) (State) (Zip)   |  |  |  |   |  |

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) |                  | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |  |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------------|--|---|--|
|                                 |                                      |  |                                |   | Amount  | (A) or (D) Price |  |   |  |
| Common Stock                    | 05/19/2012                           | 05/19/2012   | P                              |   | 2,300   | A \$ 0.456       | 107,573  | D   |  |
| Common Stock                    | 05/19/2012                           | 05/19/2012   | P                              |   | 100   | A \$ 0.455       | 107,673  | D   |  |
| Common Stock                    | 05/19/2012                           | 05/19/2012   | P                              |   | 500   | A \$ 0.459       | 108,173  | D   |  |
| Common Stock                    | 05/19/2012                           | 05/19/2012   | P                              |   | 1,100   | A \$ 0.46        | 109,273  | D   |  |
| Common Stock                    | 05/22/2012                           | 05/22/2012   | P                              |   | 12,000  | A \$ 0.47        | 121,273  | D   |  |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--|--|--|--|
|  |  |                                      |  |                                |   | Date Exercisable   | Expiration Date |   |  |  |  |  |
|  |  |                                      |  |                                |   |  |                 |   |  |  |  |  |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| SHAKOW ALEXANDER<br>C/O NETSOL TECHNOLOGIES, INC.<br>23901 CALABASAS ROAD, SUITE 2072 | X             |           |         |       |

## Signatures

/s/ Alexander Shakow

Signature of Reporting Person

05/22/2012

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

### Remarks:

\*\* Grant to independent directors as compensation for the period of June 30, 2009 through December 31, 2009

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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