

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 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) **October 31, 2012**

NetSol Technologies Inc.

(Exact name of registrant as specified in its charter)

Nevada
(State or other jurisdiction
of incorporation)

000-22773
(Commission File Number)

95-4627685
(IRS Employer Identification No.)

24025 Park Sorrento, Suite 410, Calabasas, CA
(Address of principal executive offices)

91302
(Zip Code)

Registrant's telephone number, including area code: **(818) 222-9195 / (818) 222-9197**

(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 2.02. Results of Operations and Financial Condition.

On October 31, 2012, NetSol Technologies, Inc. issued a press release announcing results of operations and financial conditions for the quarter ended September 30, 2012. 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 filed 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.

Item 9.01. Financial Statements and Exhibits.

Exhibits

99.1 News Release dated October 31, 2012

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NetSol Technologies Inc.

(Registrant)

/s/ NAJEEB GHURI

Najeeb Ghauri
Chief Executive Officer

October 31, 2012

(Date)

October 31, 2012

(Date)

/s/ BOO-ALI SIDDIQUI

Boo-Ali Siddiqui
Chief Financial Officer

NetSol Technologies Expects Record First Quarter Revenue

–Total Preliminary Revenue Expected in the Range of \$10 to \$11 Million –

– To Hold Fiscal 2013 First Quarter Results Conference Call on November 14 –

CALABASAS, Calif., Oct. 31, 2012 (GLOBE NEWSWIRE) -- NetSol Technologies, Inc. (Nasdaq:NTWK), a worldwide provider of global IT and enterprise application solutions, today provided preliminary revenue results for the first quarter ended September 30, 2012. Preliminary revenue results indicate the company's strongest first quarter ever, with revenue expected in the range of \$10 million to \$11 million.

Preliminary results are subject to completion of NetSol's normal quarter-end accounting procedures, including a review by the company's independent public accounting firm. Final results will be reported on November 14, 2012. Details are as follows:

Fiscal 2013 First Quarter Conference Call

When: Wednesday, November 14
Time: 11:00 a.m. Eastern
Phone: 1-877-941-9205 (domestic)
 1-480-629-9645 (international)
Passcode: 4573511
Webcast: <http://www.netsoltech.com/IR/event-presentation.php>
Archived: 90 days

A **telephone playback** of the conference call will also be available until 11:59 p.m. Eastern time, Wednesday, November 21, 2012. Listeners should call **(800) 406-7325** (domestic) or **(303) 590-3030**(international) and use reservation 4573511 to access the playback.

About NetSol Technologies

NetSol Technologies, Inc. (www.netsoltech.com) is a worldwide provider of global IT and enterprise application solutions that 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. Headquartered in Calabasas, Calif., NetSol's product and services offerings have achieved ISO 9001, ISO 20000, ISO 27001, and SEI (Software Engineering Institute) CMMI (Capability Maturity Model) Maturity Level 5 assessments, a distinction shared by only 178 companies worldwide. The company's clients include Fortune 500 manufacturers, global automakers, financial institutions, utilities, technology providers, and government agencies. NetSol has delivery and support locations in San Francisco, London, Beijing, Bangkok, Lahore, Adelaide and Riyadh.

Investors can receive news releases and invitations to special events by accessing our online signup form at <http://www.netsoltech.com/IR/signupform.php>.

The NetSol Technologies, Inc. logo is available at <http://www.globenewswire.com/newsroom/prs/?pkgid=9832>

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 "expects," "anticipates," 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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