

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): October 30, 2013

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.)

24025 Park Sorrento, Suite 410, Calabasas, CA 91302
(Address of principal executive offices) (Zip Code)

(818) 222-9195 / (818) 222-9197
(Issuer's telephone/facsimile numbers, including area code)

- 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 28, 2013, NetSol Technologies, Inc.'s Pakistani subsidiary, NetSol Technologies, Ltd. posted the results of operations and financial conditions for quarter ended September 30, 2013. The results are posted on the Karachi Stock Exchange. These results represent only the results of one subsidiary of NetSol Technologies, Inc. and are not representative of the results of the NetSol Technologies, Inc. on a consolidated basis.

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 Earnings Announcement for October 28, 2013 for NetSol Technologies Ltd.

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: October 30, 2013

/s/Najeeb Ghauri
NAJEEB GHOURI
Chief Executive Officer

Date: October 30, 2013

/s/ Roger Almond
ROGER ALMOND
Chief Financial Officer

NTPK RESULTS – FIRST QUARTER ENDED SEPTEMBER 30, 2013

NetSol Technologies Limited Pakistan, (“NetSol PK”), a majority owned subsidiary of NetSol Technologies, Inc. servicing the Asia-Pacific region, today announced financial results for the quarter ended September 30, 2013.

Financial Highlights Q1, 2013-14

- Revenues increased by 38% over the corresponding quarter of fiscal 2012-13
- Gross profit ratio remained at 41% almost same as of the comparable quarter
- Net income increased to Rs. 140 million compared with Rs. 56 million in corresponding quarter

NetSol PK reported revenues of Rs. 530 million, which represents a 38% increase as compared to Rs. 383 million reported for the comparable quarter of fiscal 2013. Company posted gross profit of Rs. 216 million, as compared to Rs. 152 million reported in the comparative quarter.

As a percentage to total sales, gross margin was around 41% almost same as in the comparable quarter of fiscal 2013. The company’s net profit margin improved to 26%, compared with 15% achieved a year ago. Main reason of this increase in net profit is the currency exchange gain recorded by the company due to massive devaluation of Pak Rupee against other foreign currencies. Diluted earnings per share were 1.57 rupees per share compared to 0.72 rupees per share reported in the corresponding period of fiscal 2013.