

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

POST-EFFECTIVE AMENDMENT NO. 2
TO
FORM S-3
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

NetSol Technologies, Inc.
(Exact name of registrant as specified in its charter)

Nevada
*(State or other jurisdiction of
incorporation or organization)*

95-4627685
*(I.R.S. Employer
Identification No.)*

**24025 Park Sorrento, Suite 410
Calabasas, CA 91302
Phone: (818) 222-9195**

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

**Najeeb U. Ghauri, Chief Executive Officer
23901 Calabasas Road, Suite 2072
Calabasas, CA 91302
Phone: (818) 222-9195**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

**Approximate date of commencement of proposed sale to the public:
From time to time after the effective date of this Registration Statement.**

If the only securities being registered on this form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this form is a registration statement pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this form is a post-effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413(b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Non-accelerated filer (do not check if a smaller reporting company)

Accelerated filer

Smaller reporting company

EXPLANATORY NOTE

This Post Effective Amendment No. 2 amends the original registration statement and prospectus contained therein (the "Original Filing") to provide our independent auditor's consent to the incorporation by reference of our Annual Report on Form 10-K for the year ended June 30, 2012 and June 30, 2013.

This Amendment should be read in conjunction with the Original Filing and with our other filings made with the Securities and Exchange Commission subsequent to the filing of the Original Filing, including any amendments to those filings.

The registrant hereby amends this registration statement on such date or dates as may be necessary to delay its effective date until the registrant shall file a further amendment which specifically states that this registration statement shall thereafter become effective in accordance with Section 8(a) of the Securities Act of 1933 or until the registration statement shall become effective on such date as the Securities and Exchange Commission, acting pursuant to said Section 8(a), may determine.

EXPERTS

Kabani & Company, Inc. (“Kabani”), an independent registered public accounting firm, has audited our consolidated financial statements included in our Annual Report on Form 10-K for the year ended June 30, 2011, June 30, 2012 and June 30, 2013. Our financial statements and notes thereto are incorporated by reference in reliance on Kabani’s reports, given on their authority as experts in accounting and auditing.

EXHIBIT INDEX

- 23.1 Consent of Independent Registered Accounting Firm
24† Power of Attorney
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† Incorporated by reference to the registrants' registration statement on Form S-3 (File No. 333-177483) filed October 24, 2011.

EXHIBIT 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and selling stockholders of NetSol Technologies, Inc.

We consent to the incorporation by reference in this Post -Effective Amendment No. 2 to the Registration Statement on Form S-3 and related Prospectus of NetSol Technologies, Inc. of our reports dated September 12, 2013 and September 5, 2012, relating to our audit of the consolidated financial statements of NetSol Technologies, Inc., included in and incorporated by reference in the Annual Report on Form 10-K of NetSol Technologies, Inc. for the years ended June 30, 2013 and June 30, 2012 respectively.

We also consent to the reference to us under the heading "Experts" in the Prospectus, which is part of this Registration Statement.

/s/ Kabani & Company

Los Angeles, California
March 27, 2014