
**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 31, 2016

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)

Item 2.02 Results of Operations and Financial Condition.

On October 31, 2016, NetSol Technologies, Inc.'s Pakistani subsidiary, NetSol Technologies, Ltd. posted the results of operations and financial conditions for quarter ended September 30, 2016. The results are posted on the Pakistan 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.

Exhibits

99.1 Earnings Announcement for October 31, 2016, 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 31, 2016

/s/ Najeeb Ghauri

NAJEEB GHAURI
Chief Executive Officer

Date: October 31, 2016

/s/ Roger Almond

ROGER ALMOND
Chief Financial Officer

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, 2016.

Financial Highlights Q1, 2016-17

- Revenues increased to PKR 963 million compared to PKR 674 million in corresponding quarter of last fiscal year
- Gross profit increased to PKR 360 million versus a gross profit of PKR 139 million in the same period of last fiscal year
- Company posted a net profit of PKR 77 million compared to a net loss of 71 million last year

Revenues for the quarter ended September 30, 2016 increased to PKR. 963 million compared with PKR 674 million in same quarter of last year. Gross profit increased to PKR 360 million compared to PKR 139 million in the corresponding period. Cost of sales of the company increased from PKR 535 million to PKR 603 million primarily due to hiring of skilled professionals as well as annual salary adjustment. The Company posted a net profit of PKR 77 million or a profit of PKR 0.85 per diluted share in comparison of a net loss of PKR 71 million or a loss of PKR 0.79 per diluted share in the same quarter of fiscal year 2016. Adjusted EBITDA profit was PKR 2.68 per share in the current quarter compared to PKR 1.28 in the same period of last fiscal year.
