FORM 4

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

OMB APPROVAL
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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

ises)													
1. Name and Address of Reporting Person* CATON MARK			2. Issuer Name and Ticker or Trading Symbol NETSOL TECHNOLOGIES INC [NTWK]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) _X_ Director10% Owner				
(Last) (First) (Middle) C/O NETSOL TECHNOLOGIES, INC., 23975 PARK SORRENTO, SUITE 250			3. Date of Earliest Transaction (Month/Day/Year) 10/07/2019					-	Office	r (give title belo	ow)	Other (specify be	llow)
(Street) CALABASAS, CA 91302			4. If Amendment, Date Original Filed(Month/Day/Year)					-	6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
(Instr. 3) Date		any	if Code (Instr. 8)		(A) or Disposed of (of (D)	D) Beneficially Owned Following Reported Transaction(s)		ollowing	Ownership Form:	Beneficial
		(Month/Day/Year		de	V Ar	nount	(A) or (D)		(Instr. 3 a	nd 4)		or Indirect (I)	Ownership (Instr. 4)
	10/07/2019	10/07/2019	A		3,	862	A	\$ 0 (1)	86,742			D	
	Table II - 1	Derivative Securit	ies Acc	t	the forn	n dis	plays a	curren	itly valid				
1													1
1. Title of Derivative Security (Instr. 3) 2.		te, if Transaction Code (Instr. 8)	Number of (Number of Executive Securities Acquired (A) or Disposed		and Exp	d Expiration Date		Amo Unde Secu	unt of erlying rities			Ownersh Form of Derivativ Security: Direct (I or Indire	Beneficial Ownershij (Instr. 4)
			of (D) (Instr.	3,							(Instr. 4)	(Instr. 4)	
I F	(First) ECHNOLOG RK SORREN (Street) CA 91302 (State) a separate line 3. Transaction Date (Month/Day	(First) (Middle) ECHNOLOGIES, RK SORRENTO, SUITE 250 (Street) CA 91302 (State) (Zip) 2. Transaction Date (Month/Day/Year) 10/07/2019 Table II - 1 (month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) (Month/Day/Year)	(First) (Middle) ECHNOLOGIES, RK SORRENTO, SUITE 250 (Street) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 10/07/2019 10/07/2019 Table II - Derivative Securities beneficially of the company of the	NETSOL TECHNO (First) (Middle) ECHNOLOGIES, RK SORRENTO, SUITE 250 (Street) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Linstrict) 2. Transaction Date (Linstrict) 2. Transaction Date (Linstrict) 2. Transaction Date (Linstrict) 3. Transaction Date (Linstrict) 4. 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If Amendment, Date Original Filed(Month/ (Strate) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. A. Deemed Execution Date, if (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date, if (Month/Day/Year) (Month/Day/Year) 3. Transaction Code (Instr. 8) (Instr. 3. (Persons whe contained in the form distance in the form	NETSOL TECHNOLOGIES INC [NTWK] (First) (Middle) ECHNOLOGIES, RK SORRENTO, SUITE 250 (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) (State) (Zip) Table I - Non-Derivative Securities 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 2. Transaction Date (Month/Day/Year) (Month/Day/Year) 4. Securities Acquired, A contained in this for the form displays a Table II - Derivative Securities Acquired, Disposed of, or Ber (e.g., puts, calls, warrants, options, convertible security of the form displays a Table II - Derivative Securities Acquired, Disposed of, or Ber (e.g., puts, calls, warrants, options, convertible security of the form displays a Table II - Derivative Securities Acquired, Disposed of, or Ber (e.g., puts, calls, warrants, options, convertible security of the form displays a Table II - Derivative Securities Acquired, Disposed of, or Ber (e.g., puts, calls, warrants, options, convertible security of the form displays a Table II - Derivative Securities Acquired, Disposed of, or Ber (e.g., puts, calls, warrants, options, convertible security of the form displays a Table II - Derivative Securities Acquired, Disposed of, or Ber (e.g., puts, calls, warrants, options, convertible security of the form displays a Table II - Derivative Securities Acquired (Month/Day/Year)	NETSOL TECHNOLOGIES INC [NTWK] School (Middle) (Middle) (Middle) (Month/Day/Year) (Month/Day/Year) (Street) (Street) (Street) (A 1f Amendment, Date Original Filed(Month/Day/Year) (A) or Date (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (A) or Disposed of (D) (Instr. 3, 4 and 5) (Instr. 3, 4 and 5) (Month/Day/Year) (Month/Day/	NETSOL TECHNOLOGIES INC [NTWK] 3. 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	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
CATON MARK C/O NETSOL TECHNOLOGIES, INC. 23975 PARK SORRENTO, SUITE 250 CALABASAS, CA 91302	X					

Signatures

/s/ Mark Caton	10/07/2019
***Signature of Reporting Person	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).
- (1) Issued as compensation for services rendered.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.