
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

SCHEDULE 14A [X]

**(Rule 14a-101)
SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934**

Filed by the Registrant [X]
Filed by a Party other than the Registrant []
Check the appropriate box:

[] Preliminary Proxy Statement [] Confidential, for Use of the
Commission Only
[] Definitive Proxy Statement (as permitted by Rule 14a-6(e)(2))
[X] Definitive Additional Materials
[] Soliciting Material Under Rule 14a-12

NetSol Technologies, Inc.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

[X] No fee required.

[] Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

- 1) Title of each class of securities to which transaction applies:
- 2) Aggregate number of securities to which transaction applies:
- 3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):
- 4) Proposed maximum aggregate value of transaction:
- 5) Total fee paid:

[] Fee paid previously with preliminary materials:

[] Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

- 1) Amount previously paid:
- 2) Form, Schedule or Registration Statement No.:
- 3) Filing Party:
- 4) Date Filed:

**AMENDMENT DATED May 3, 2021
TO THE PROXY STATEMENT FOR
THE ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD ON June 14, 2021**

The Definitive Proxy Statement on Schedule 14A filed by NetSol Technologies, Inc. (the "Company") with the U.S. Securities and Exchange Commission on April 27, 2021 (the "Original Filing") in connection with the Company's Annual Meeting of Stockholders to be held on June 14, 2021 (the "Annual Meeting") discloses the Company's Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters. The following chart replaces the same chart on page 24 of the Original Filing.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

The following table sets forth certain information regarding the beneficial ownership of the Company's Common Stock, its only class of outstanding voting securities as of April 26, 2021, by (i) each person who is known to the Company to own beneficially more than 5% of the outstanding common Stock with the address of each such person, (ii) each of the Company's present directors and officers, and (iii) all officers and directors as a group:

Name of Beneficial Owner (1)	Number of Shares Beneficially Owned (2)	Percentage (4)	
Najeeb Ghauri	(3)	785,201	6.94%
Naeem Ghauri	(3)(6)	406,689	3.60%
Shahid Javed Burki	(3)(6)	159,611	1.41%
Mark Caton	(3)	99,597	*
Henry Tolentino	(3)	27,313	*
Patti McGlasson	(3)	80,109	*
Roger Almond	(3)	27,913	*
Kausar Kazmi	(3)	11,445	*
Malea Farsai	(3)	39,811	*
Renaissance Technologies Holdings Corp.	(5)	793,360	7.01%
All officers and directors as a group (nine persons)		1,637,689	11.95%

* Less than one percent

(1) Except as otherwise indicated, the Company believes that the beneficial owners of the common stock listed below, based on information furnished by such owners, have sole investment and voting power with respect to such shares, subject to community property laws where applicable. Beneficial ownership is determined in accordance with the rules of the Securities and Exchange Commission and generally includes voting or investment power with respect to securities.

(2) Beneficial ownership is determined in accordance with the rules of the Commission and generally includes voting or investment power with respect to securities. Shares of common stock relating to share grants that will vest or options currently exercisable or exercisable within 60 days of April 26, 2021, are deemed outstanding for computing the percentage of the person holding such securities but are not deemed outstanding for computing the percentage of any other person. Except as indicated by footnote, and subject to community property laws where applicable, the persons named in the table above have sole voting and investment power with respect to all shares shown as beneficially owned by them.

(3) Address c/o NETSOL at 23975 Park Sorrento, Suite 250, Calabasas, CA 91302.

(4) Shares issued and outstanding as of April 26, 2021 were 12,157,871 and 11,306,680, respectively as the latter does not include treasury shares.

(5) 5% or greater shareholder based on Schedule 13G filing on February 10, 2021.

(6) Messrs. Naeem Ghauri and Shahid Javed Burki did not stand for reelection in June 2020.