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**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

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Date of Report (Date of earliest event reported): February 12, 2026

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.)

16000 Ventura Blvd, Suite 770  
Encino, CA 91436  
(Address of principal executive offices) (Zip Code)

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- 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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$.01 par value per share	NTWK	NASDAQ

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 2.02 Results of Operations and Financial Condition.**

On February 12, 2026 , NetSol Technologies, Inc. issued a press release announcing results of operations and financial conditions for the quarter and six months ended December 31, 2025. The press release is furnished as Exhibit 99.1 to this Form 8-K.

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 [News Release dated February 12, 2026](#)
- 104 Cover Page Interactive Data File (embedded within the Inline XBRL document)

**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: February 12, 2026

*/s/ Najeeb Ghauri*

NAJEEB GHAURI

Chief Executive Officer

Date: February 12, 2026

*/s/ Sardar Mohammad Abubakr*

SARDAR MOHAMMAD ABUBAKR

Chief Financial Officer

**NETSOL Technologies reports 21% year-over-year growth in total net revenues in Q2 fiscal 2026**

ENCINO, Calif., Feb. 12, 2026 (GLOBE NEWSWIRE) — NETSOL Technologies, Inc. (Nasdaq: NTWK), a provider of AI-enabled solutions and services powering OEMs, dealerships and financial institutions to sell, finance and lease assets, reported its results for the second fiscal quarter of 2026 and six months ended December 31, 2025.

- Total net revenues up 21.1% to \$18.8 million
- Services revenues up 40.9% to \$9.6 million
- Recurring subscription and support revenues up 5.1% to \$9.1 million
- Gross margin expanded to 48.0% (from 44.5%)
- Operating income was \$1.3 million (vs. loss of \$0.5 million)
- Cash and cash equivalents up 4.0% to \$18.1 million

**Second Quarter 2026 Financial Results**

Total net revenues for the second quarter of fiscal 2026 increased 21.1% to \$18.8 million, compared with \$15.5 million in the prior-year period, driven primarily by higher services revenues and higher subscription and support revenues. On a constant currency basis, total net revenues were \$18.8 million.

- Recurring subscription and support revenues increased approximately 5.1% to \$9.1 million compared with \$8.6 million in the prior-year period. Total subscription and support revenues as percentage of total net revenues were 48.3%, compared with 55.6% in the prior-year period, reflecting higher implementation services revenues in the quarter. Total subscription and support revenues on a constant currency basis were \$9.2 million.
- Total services revenues increased 40.9% to \$9.6 million, compared with \$6.8 million in the prior-year period. The increase primarily reflected implementation timing and project mix. Total services revenues on a constant currency basis were \$9.6 million.

Gross profit for the quarter was \$9.0 million or 48.0% of net revenues, compared with \$6.9 million or 44.5% of net revenues in the second quarter of fiscal 2025. On a constant currency basis, gross profit was \$9.0 million or 47.8% of net revenues.

Cost of sales for the quarter was \$9.8 million or 52.0% of net revenues compared with \$8.6 million or 55.5% of net revenues in the second quarter of fiscal 2025. On a constant currency basis, cost of sales was \$9.8 million or 52.2% of net revenues. The increase in cost of sales primarily reflected increased salaries and travel costs.

Income from operations for the quarter was \$1.3 million compared with a loss from operations of \$0.5 million in the second quarter of fiscal 2025. On a constant currency basis, income from operations was \$1.3 million.

GAAP net income attributable to NETSOL for the quarter totaled \$0.2 million or \$0.02 per diluted share, compared with a GAAP net loss of \$1.1 million or \$0.10 per diluted share in the second quarter of fiscal 2025. On a constant currency basis, GAAP net income attributable to NETSOL for the quarter totaled \$0.2 million or \$0.01 per diluted share.

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Non-GAAP EBITDA for the quarter was \$1.7 million compared with a non-GAAP EBITDA loss of \$0.8 million in the second quarter of fiscal 2025. (see note regarding “Use of Non-GAAP Financial Measures,” below for further discussion of this non-GAAP measure).

Najeeb Ghauri, Founder and Chief Executive Officer of NETSOL Technologies Inc., commented, “NETSOL delivered a strong second quarter of fiscal 2026, with total net revenues up 21% year-over-year to \$18.8 million. Services revenue grew 41%, driven by active implementations of Transcend Finance and Transcend Retail, and we view implementation momentum as an important leading indicator of future subscription scale.”

“Transcend Retail is gaining meaningful traction in the U.S. automotive market, with adoption by leading dealer groups and franchised dealerships. Partnerships with MINI USA, Sonic Automotive, Indigo Auto Group, and others reflect growing validation of our platform and the outcomes it enables for dealers.”

“While SaaS revenue growth is currently moderated by the timing of customer go-lives, we believe recurring revenues can accelerate over time as these deployments complete.

“We are also investing in AI to extend our product roadmap, including Check, an AI-enabled credit decisioning capability built into our loan origination system, designed to help credit and funding teams work faster and with greater precision by turning data into real-time, actionable decisions.”

Sardar Abubakr, Chief Financial Officer of NETSOL Technologies Inc., commented, “We delivered measurable profitability improvements in the quarter. Gross profit increased to \$9.0 million, or 48% of net revenues, up from 44.5% in the prior-year period, and delivered operating income of \$1.3 million.”

“Our priority is to scale efficiently by maintaining cost discipline while investing in the areas that expand long-term earnings quality, including subscription growth and strategic services that support customer adoption. We believe our balance of revenue growth, margin improvement, and targeted investment positions NETSOL to build sustainable shareholder value.”

### **Six Months Ended December 31, 2025, Financial Results**

Total net revenues for the six months ended December 31, 2025, were \$33.8 million, compared with \$30.1 million in the prior-year period. On a constant currency basis, total net revenues were \$33.5 million.

- Recurring subscription and support revenues for the six months ended December 31, 2025, increased 7.2% to \$18.0 million from \$16.8 million in the prior-year period. Total subscription and support revenues on a constant currency basis were \$17.9 million.
  - Total services revenues increased 17.9% to \$15.6 million from \$13.2 million in the prior-year period. Total services revenues on a constant currency basis were \$15.5 million. The increase in total services revenues during this period primarily reflected increased implementation services for Transcend Retail and Transcend Finance.
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Gross profit for the six months ended December 31, 2025, was \$14.9 million or 44.2% of net revenues, compared with \$13.5 million or 44.8% of net revenues in the prior-year period. On a constant currency basis, gross profit for the six months ended December 31, 2025, was \$14.6 million or 43.5% of net revenues as measured on a constant currency basis.

Cost of sales for the six months ended December 31, 2025 was \$18.9 million or 55.8% of net revenues compared with \$16.7 million or 55.3% of net revenues in the prior-year period. On a constant currency basis, cost of sales was \$18.9 million or 56.5% of net revenues.

Loss from operations for the six months ended December 31, 2025 was \$0.5 million compared with a loss from operations of \$1.2 million in the prior-year period. On a constant currency basis, loss from operations was \$0.8 million.

GAAP net loss attributable to NETSOL for the six months ended December 31, 2025, totaled \$2.1 million or \$0.18 per diluted share, compared with GAAP net loss of \$1.1 million or \$0.09 per diluted share in the prior-year period. On a constant currency basis, GAAP net loss attributable to NETSOL for the first six months of fiscal 2026 totaled \$2.5 million or \$0.21 per diluted share.

Non-GAAP EBITDA for the six months ended December 31, 2025, was a loss of \$0.1 million compared with non-GAAP EBITDA loss of \$0.5 million in the prior-year period (see note regarding "Use of Non-GAAP Financial Measures," below for further discussion of this non-GAAP measure).

### **Balance Sheet and Capital Structure**

Cash and cash equivalents were \$18.1 million as of December 31, 2025, compared with \$17.4 million as of June 30, 2025. Working capital was \$26.4 million as of December 31, 2025, compared with \$26.6 million as of June 30, 2025. Total NETSOL stockholders' equity at December 31, 2025, was \$35.9 million or \$3.04 per diluted share.

### **Conference Call**

NETSOL Technologies management will hold a conference call on Thursday, February 12, 2026, at 9:00 am Eastern Time (6:00 am Pacific Time) to discuss its financial results to discuss these financial results. A question-and-answer session will follow management's presentation.

**Participant listening:** 1-877-407-0789 or 1-201-689-8562

The conference call will also be broadcast live and available for replay [here](#), along with additional replay access being provided through the [company information](#) section of NETSOL's website.

Telephone replays will be made available approximately 3 hours after conference end time.

### **Telephone replay**

**Replay dial-in:** 1-844-512-2921 or 1-412-317-6671

**Replay expiration:** Thursday, February 26, 2026 at 11:59 PM ET

**Access ID:** 13758657

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## **About NETSOL Technologies**

NETSOL Technologies delivers state-of-the-art solutions for the asset finance and leasing industry, serving automotive and equipment OEMs, auto captives and financial institutions across over 30 countries. Since its inception in 1996, NETSOL has been at the cutting edge of technology, pioneering innovations with its asset finance solutions, and today leverages advanced AI and cloud services to meet the complex needs of the global market. Renowned for its deep industry expertise, customer-centric approach and commitment to excellence, NETSOL fosters strong partnerships with its clients, ensuring their success in an ever-evolving landscape. With a rich history of innovation, ethical business practices and a focus on sustainability, NETSOL is dedicated to empowering businesses worldwide, securing its position as the trusted partner for leading firms around the globe.

## **Forward-Looking Statements**

*This press release may contain forward-looking statements relating to the development of the Company's products and services and future operation results, including statements regarding the Company that are subject to certain risks and uncertainties that could cause actual results to differ materially from those projected. The words "expects," "anticipates," variations of such words, and similar expressions, identify forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, but their absence does not mean that the statement is not forward-looking. These statements are not guarantees of future performance and are subject to certain risks, uncertainties, and assumptions that are difficult to predict. Factors that could affect the Company's actual results include the progress and costs of the development of products and services and the timing of the market acceptance. The subject Companies expressly disclaim any obligation or undertaking to update or revise any forward-looking statement contained herein to reflect any change in the company's expectations with regard thereto or any change in events, conditions or circumstances upon which any statement is based.*

## **Use of Non-GAAP Financial Measures**

The reconciliation of Adjusted EBITDA to net income, the most comparable financial measure based upon GAAP, as well as a further explanation of adjusted EBITDA, is included in the financial tables in Schedule 4 of this press release.

## **Investor Relations Contact:**

Investor Relations  
(818) 222-9195  
[investors@netsoltech.com](mailto:investors@netsoltech.com)

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**NETSOL Technologies, Inc. and Subsidiaries**  
**Schedule 1: Consolidated Balance Sheets**

ASSETS	As of December 31, 2025	As of June 30, 2025
Cash and cash equivalents	\$ 18,132,086	\$ 17,357,944
Accounts receivable, net of allowance of \$401,507 and \$355,464	7,776,096	7,527,572
Revenues in excess of billings, net of allowance of \$84,882 and \$34,496	17,080,695	18,230,619
Other current assets	3,423,634	3,203,468
<b>Total current assets</b>	<b>46,412,511</b>	<b>46,319,603</b>
	763,396	903,766
	5,185,764	5,073,372
	1,015,011	809,513
	6,941	32,331
	9,302,524	9,302,524
<b>Total assets</b>	<b>\$ 62,686,147</b>	<b>\$ 62,441,109</b>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY</b>		
Accounts payable and accrued expenses	\$ 8,059,205	\$ 8,010,844
Current portion of loans and obligations under finance leases	8,509,841	8,240,061
Current portion of operating lease obligations	542,022	433,242
Unearned revenue	2,884,757	3,029,850
<b>Total current liabilities</b>	<b>19,995,825</b>	<b>19,713,997</b>
	337,028	134,608
	414,725	333,374
<b>Total liabilities</b>	<b>20,747,578</b>	<b>20,181,979</b>
Preferred stock, \$.01 par value; 500,000 shares authorized;	-	-
Common stock, \$.01 par value; 18,000,000 shares authorized; 12,753,209 shares issued and 11,814,178 outstanding as of December 31, 2025 , 12,700,465 shares issued and 11,761,434 outstanding as of June 30, 2025	127,535	127,008
Additional paid-in-capital	129,545,854	129,529,901
Treasury stock (at cost, 939,031 shares as of December 31, 2025 and June 30, 2025)	(3,920,856)	(3,920,856)
Accumulated deficit	(43,399,611)	(41,289,080)
Other comprehensive loss	(46,413,009)	(46,613,208)
<b>Total NETSOL stockholders' equity</b>	<b>35,939,913</b>	<b>37,833,765</b>
Non-controlling interest	5,998,656	4,425,365
<b>Total stockholders' equity</b>	<b>41,938,569</b>	<b>42,259,130</b>
<b>Total liabilities and stockholders' equity</b>	<b>\$ 62,686,147</b>	<b>\$ 62,441,109</b>

**NETSOL Technologies, Inc. and Subsidiaries**  
**Schedule 2: Consolidated Statement of Operations**

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2025	2024	2025	2024
<b>Net Revenues:</b>				
License fees	\$ 117,482	\$ 72,688	\$ 189,707	\$ 73,917
Subscription and support	9,079,783	8,642,629	18,040,338	16,835,100
Services	9,611,213	6,821,344	15,590,356	13,226,142
Total net revenues	<u>18,808,478</u>	<u>15,536,661</u>	<u>33,820,401</u>	<u>30,135,159</u>
<b>Cost of revenues</b>	<u>9,779,386</u>	<u>8,616,320</u>	<u>18,879,319</u>	<u>16,650,706</u>
<b>Gross profit</b>	<u>9,029,092</u>	<u>6,920,341</u>	<u>14,941,082</u>	<u>13,484,453</u>
<b>Operating expenses:</b>				
Selling, general and administrative	7,481,647	7,073,622	15,018,000	14,037,943
Research and development cost	247,713	333,669	462,056	693,618
Total operating expenses	<u>7,729,360</u>	<u>7,407,291</u>	<u>15,480,056</u>	<u>14,731,561</u>
<b>Income (loss) from operations</b>	1,299,732	(486,950)	(538,974)	(1,247,108)
<b>Other income and (expenses)</b>				
Interest expense	(176,273)	(236,386)	(350,884)	(494,605)
Interest income	208,775	529,072	489,749	1,298,939
Gain (loss) on foreign currency exchange transactions	46,074	(698,426)	(240,843)	(155,881)
Other income	63,925	38,098	81,595	191,589
Total other income (expenses)	<u>142,501</u>	<u>(367,642)</u>	<u>(20,383)</u>	<u>840,042</u>
<b>Net income (loss) before income taxes</b>	1,442,233	(854,592)	(559,357)	(407,066)
<b>Income tax provision</b>	<u>(480,194)</u>	<u>(331,614)</u>	<u>(695,969)</u>	<u>(561,431)</u>
<b>Net income (loss)</b>	962,039	(1,186,206)	(1,255,326)	(968,497)
<b>Non-controlling interest</b>	<u>(715,282)</u>	<u>39,164</u>	<u>(855,205)</u>	<u>(107,750)</u>
<b>Net income (loss) attributable to NetSol</b>	<u>\$ 246,757</u>	<u>\$ (1,147,042)</u>	<u>\$ (2,110,531)</u>	<u>\$ (1,076,247)</u>
<b>Net income (loss) per share:</b>				
Net income (loss) per common share				
Basic	\$ 0.02	\$ (0.10)	\$ (0.18)	\$ (0.09)
Diluted	\$ 0.02	\$ (0.10)	\$ (0.18)	\$ (0.09)
<b>Weighted average number of shares outstanding</b>				
Basic	<u>11,797,068</u>	<u>11,484,298</u>	<u>11,782,439</u>	<u>11,456,996</u>
Diluted	<u>11,812,098</u>	<u>11,484,298</u>	<u>11,782,439</u>	<u>11,456,996</u>

**NETSOL Technologies, Inc. and Subsidiaries**  
**Schedule 3: Consolidated Statement of Cash Flows**

	For the Six Months Ended December 31,	
	2025	2024
<b>Cash flows from operating activities:</b>		
Net loss	\$ (1,255,326)	\$ (968,497)
Adjustments to reconcile net loss to net cash provided by operating activities:		
Depreciation and amortization	624,352	738,582
Provision for bad debts	90,462	475,172
Gain on sale of assets	(79,325)	(25,084)
Stock based compensation	206,400	95,134
<b>Changes in operating assets and liabilities:</b>		
Accounts receivable	(275,785)	4,405,610
Revenues in excess of billing	1,468,463	2,688,774
Other current assets	401,208	(170,856)
Accounts payable and accrued expenses	5,092	(878,148)
Unearned revenue	(630,660)	(5,990,971)
<b>Net cash provided by operating activities</b>	<b>554,881</b>	<b>369,716</b>
<b>Cash flows from investing activities:</b>		
Purchases of property and equipment	(856,330)	(568,134)
Sales of property and equipment	77,522	45,535
Investment in associates	25,396	-
Purchase of subsidiary shares	-	(8,878)
<b>Net cash used in investing activities</b>	<b>(753,412)</b>	<b>(531,477)</b>
<b>Cash flows from financing activities:</b>		
Proceeds from the exercise of stock options and warrants	-	430,000
Proceeds from exercise of subsidiary options	358,133	-
Dividend paid by subsidiary to non-controlling interest	-	(306,799)
Proceeds from bank loans	792,484	2,676,932
Payments on finance lease obligations and loans - net	(425,764)	(162,370)
<b>Net cash provided by financing activities</b>	<b>724,853</b>	<b>2,637,763</b>
<b>Effect of exchange rate changes</b>	<b>247,820</b>	<b>(332,525)</b>
<b>Net increase (decrease) in cash and cash equivalents</b>	<b>774,142</b>	<b>2,143,477</b>
Cash and cash equivalents at beginning of the period	17,357,944	19,127,165
<b>Cash and cash equivalents at end of period</b>	<b>\$ 18,132,086</b>	<b>\$ 21,270,642</b>

**NETSOL Technologies, Inc. and Subsidiaries**  
**Schedule 4: Reconciliation to GAAP**

	For the Three Months Ended December 31,		For the Six Months Ended December 31,	
	2025	2024	2025	2024
Net Income (loss) attributable to NetSol	\$ 246,757	\$ (1,147,042)	\$ (2,110,531)	\$ (1,076,247)
Non-controlling interest	715,282	(39,164)	855,205	107,750
Income taxes	480,194	331,614	695,969	561,431
Depreciation and amortization	299,746	372,585	624,352	738,582
Interest expense	176,273	236,386	350,884	494,605
Interest (income)	(208,775)	(529,072)	(489,749)	(1,298,939)
EBITDA	\$ 1,709,477	\$ (774,693)	\$ (73,870)	\$ (472,818)
Add back:				
Non-cash stock-based compensation	61,000	47,355	206,400	95,134
Adjusted EBITDA, gross	\$ 1,770,477	\$ (727,338)	\$ 132,530	\$ (377,684)
Less non-controlling interest (a)	(868,111)	(61,529)	(1,092,059)	(207,310)
Adjusted EBITDA, net	\$ 902,366	\$ (788,867)	\$ (959,529)	\$ (584,994)
Weighted Average number of shares outstanding				
Basic	11,797,068	11,484,298	11,782,439	11,456,996
Diluted	11,812,098	11,484,298	11,782,439	11,456,996
Basic adjusted EBITDA	\$ 0.08	\$ (0.07)	\$ (0.08)	\$ (0.05)
Diluted adjusted EBITDA	\$ 0.08	\$ (0.07)	\$ (0.08)	\$ (0.05)

(a) The reconciliation of adjusted EBITDA of non-controlling interest to net income attributable to non-controlling interest is as follows

Net Income (loss) attributable to non-controlling interest	\$ 715,282	\$ (39,164)	\$ 855,205	\$ 107,750
Income Taxes	95,791	102,414	135,583	173,001
Depreciation and amortization	69,777	92,546	144,862	181,681
Interest expense	51,081	68,636	99,908	147,828
Interest (income)	(63,820)	(165,365)	(143,499)	(408,012)
EBITDA	\$ 868,111	\$ 59,067	\$ 1,092,059	\$ 202,248
Add back:				
Non-cash stock-based compensation	-	2,462	-	5,062
Adjusted EBITDA of non-controlling interest	\$ 868,111	\$ 61,529	\$ 1,092,059	\$ 207,310