FORM 4

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

OMB APPROVAL
OMB 3235Number: 0287
Estimated average
burden hours per

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

Derivative Conversion Security (Instr. 3) Price of Conversion Pate (Month/Day/Year) Date Execution Date, if Instr. 3) Price of Conversion Pate (Month/Day/Year) Date (Instr. 8) Execution Date, if Instr. 8) Execution Date, if Instr. 8) Execution Date, if Instr. 8) Number and Expiration Date (Month/Day/Year) Amount of Underlying Securities Security Securities Securities Securities Securities Ownership of Indirect Ownership ownership of Indirect Ownership ownershi	(Print or Ty	ype Respons	ses)																
Country Coun					Symbol NETSOL TECHNOLOGIES INC					Issuer (Check all applicable) _X_ Director _X_ Officer (give title Other (specify below)									
CALABASAS, CA 91302 California Californ	C/O NETSOL TECHNOLOGIES, INC., 24025 PARK SORRENTO,				(Month/Day/Year)														
Title of Security 2. Transaction Date Code Code V Amount (D) Price Code V										Applicable Line) _X_ Form filed by One Reporting Person									
Common Stock Oz/19/2013 Oz/19/2013 Oz/19/2013 P Oz/19/2013 Oz/19/2013 P Oz/19/2013 Oz/19/2013 P Oz/19/2013 P Oz/19/2013 Oz/19/2013 Oz/19/2013 Oz/19/2013 P Oz/19/2013	(City)	(S	tate) (Zip)		Table I - I	Non-Der	ivat	ive Secur	ities	Acqui	ired, I	Disposed (of, or E	Benefici	ally Owr	ed			
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of Derivative Conversion Date Security or Exercise (Month/Day/Year) (Instr. 3) Price of Derivative Security (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4) (Instr. 4)			Date	Exec any	eution Date, if	Transact Code (Instr. 8))	Acquired Disposed (Instr. 3,	d (A) d of 4 ar (A) or	(D) nd 5)	Secu Bene Follo Tran (Inst	rities eficially Or owing Rep saction(s)	orted	Owner Form: Direct (or India (I)	ship of I Ben Ow rect (Ins	ndirect eficial nership			
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) Title of Derivative Security (Instr. 3) Price of Derivative Security Security (Instr. 3) Price of Derivative Security Securit	Common	Stock	02/19/2013	02/1	19/2013	P		10,000	A		277	,955		D					
Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities) 1. Title of 2. Derivative Conversion Security Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 7. Title and Amount of Underlying Securities (Month/Day/Year) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 8. Price of 9. Number of Derivative Securities (Instr. 5) Ownership Ownership Ownership (Instr. 5) Code Or Disposed of OD (Instr. 3) Acquired (A) or Disposed of OD (Instr. 3) A, and 5)			a separate line for ea	ach cla	ass of securitie	s benefic	ially	owned											
1. Title of Derivative Security Conversion Security Securities S		mancety.					inf red cu	ormatio quired to rrently v	n co res /alic	ontaine spond d OMB	ed in unles cont	this form ss the fo rol numb	are n rm dis er.	ot					
Derivative Security (Instr. 3) Price of Derivative Security Security Security Security Derivative Security Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						-	- 1	•				•	l						
	Derivative Security	Conversion or Exercise Price of Derivative	Date (Month/Day/Yea	Ex ar) any	ecution Date, i	f Transa Code		n Number of Derival Securit Acquir (A) or Dispos of (D) (Instr.	er tive ies ed ed 3,	and Ex	piratio	n Date	Amou Under Securi (Instr. 4)	nt of lying ties 3 and	Derivati Security	Deriv Secu Bene Own Follo Repo Tran	vative rities eficially aed owing orted saction(s)	Ownership Form of Derivative Security: Direct (D) or Indirect (I)	11. Natur of Indirec Beneficia Ownersh (Instr. 4)

Expiration

Title

Number

Shares

Date

Exercisable Date

Reporting Owners

Donouting Oranga Nome / Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
GHAURI NAJEEB C/O NETSOL TECHNOLOGIES, INC. 24025 PARK SORRENTO, SUITE 410 CALABASAS, CA 91302			Chairman, CEO				

Signatures

/s/ Najeeb Ghauri	02/19/2013
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).

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.