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

OMB APPROVAL						
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nours per response						

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

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)				
		3. Date of Earliest Transaction (Month/Day/Year) 06/30/2016							elow)			
reet)		4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) Form filed by One Reporting Person Form filed by More than One Reporting Person						
tate)	(Zip)											
Date		2A. Deemed Execution Date, if any	3. Transa Code (Instr. 8)	ection	4. Secur (A) or I (D)	rities Acq Disposed o	uired of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) 6. Owner Form Direct		6. Ownership Form: Direct (D)	Beneficial (D) Ownership	
			Code	V	Amoun	(A) or (D)	Price	(I)			(I)	(Instr. 4)
06/3	0/2016	06/30/2016	A		3,750	A		42,436			D	
				cont the f ed, Di	ained in dis	n this for splays a of, or Ben	rm are curre eficial	e not req ntly valid	uired to re	spond unle	ess	EC 1474 (9- 02)
	3A. Deemed Execution Data	4. te, if Transaction Code Year) (Instr. 8)	5. Numbe of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,	Company of the compan	ate Exerc Expirationth/Day/	cisable on Date Year)	7. Ti Amo Und Secu (Inst 4)	Amount or Number		Derivative Securities Beneficially Owned Following Reported	Ownersh Form of Derivativ Security: Direct (I or Indire	(Instr. 4)
ners		Code V	(A) (D)					of Shares				
	DLOGIES, INDITE 410 reet) 02 tate) 2. Transaction e e onth/Day/Year)	(Middle) DLOGIES, INC., 24025 DITE 410 Table II - D (Recution be conth/Day/Year) Table II - D (Amount of the conth/Day/Year) Table II - D (Amount of the conth/Day/Year) Table II - D (Amount of the conth/Day/Year) (Month/Day/Year)	NETSOL TECH Inst.) (Middle) DLOGIES, INC., 24025 JITE 410 1. If Amendment, 02 Jate) (Zip) Tak 2. Transaction Date (Month/Day/Year) 06/30/2016 2A. Deemed Execution Date, if any (Month/Day/Year) 1. Table II - Derivative Securities beneficially of the control of the co	NETSOL TECHNOLOG Inst. (Middle) DLOGIES, INC., 24025 JITE 410 Table I - Non 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) 3. Deemed Execution Date, if any (Month/Day/Year) 4. If Amendment, Date Original 5. Transaction 6. Securities 6. Securities 7. Securities 8. Securities 9. Securities 1. Securities 1. Securities 2. Transaction 3. Transaction 4. If Amendment, Date Original 4. If Amendment, Date Original 5. Number 5. Number 6. Securities 6. Securities 6. Securities 7. Securities 8. Securities 9. Securities 9. Securities 9. Securities 1. Securities 1. Securities 1. Securities 2. Transaction 3. Transaction 4. If Amendment, Date Original 5. Number 6. Securities 6. Securities 7. Securities 8. Securities 9. Secur	NETSOL TECHNOLOGIES Inst. (Middle) DLOGIES, INC., 24025 JITE 410 4. If Amendment, Date Original F 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Table I - Non-Derivative Securities Acquired, Discontinum (Leg., puts, calls, warrants, options. Table II - Derivative Securities Acquired, Discontinum (Linstr. 8) Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) Code V (A) (D) A Date Code V (A) (D) Date Code V (A) (D)	NETSOL TECHNOLOGIES INC [Nest) OLOGIES, INC., 24025 JITE 410 4. If Amendment, Date Original Filed(Montice) O2 2. Transaction Date (Month/Day/Year) 2. Deemed Execution Date, if any (Month/Day/Year) Code V Amoun Persons wh contained in the form dis Table II - Derivative Securities Acquired, Disposed of (e.g., puts, calls, warrants, options, convert (A) or Disposed Of (D) (Instr. 3) A, and 5) Date Exercisable Code V (A) (D) Date Exercisable Code V (A) (D) Date Exercisable	NETSOL TECHNOLOGIES INC [NTWK] 1. St. (Middle) (DLOGIES, INC., 24025 (DITE 410) 1. Transaction (Month/Day/Year) (Month/Day/Year) 1. Transaction (Month/Day/Year) (Month/Day/Year) 1. Transaction (Month/Day/Year) (Month/Day/Year) 2. Transaction (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) (Month/Day/Year) 2. Transaction (Month/Day/Year) (Noth-Day/Year) (Noth-Da	NETSOL TECHNOLOGIES INC [NTWK] 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2016 4. If Amendment, Date Original Filed(Month/Day/Year) 02 ate) 7. Table I - Non-Derivative Securities Acquired (A) or Disposed of (Instr. 8) 06/30/2016 06/30/2016	NETSOL TECHNOLOGIES INC [NTWK] STATE OF THE CORRECT OR STATE OR STAT	NETSOL TECHNOLOGIES INC [NTWK] Sign (Middle) (Of 2016) Reted (10) Reted (10	NETSOL TECHNOLOGIES INC [NTWK] 3. Date of Earliest Transaction (Month/Day/Year) 06/30/2016 4. If Amendment, Date Original Filed(Month/Day/Year) 02 Table 1 - Non-Derivative Securities Acquired, Disposed of (Instr. 3, 4 and 5) Table II - Derivative Securities beneficially owned directly or Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Month/Day/Year) Table II - Derivative Securities Acquired, Disposed of (Instr. 3, 4 and 5) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned Following (Instr. 3 and 4) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Instr. 3) Table II - Derivative Securities Acquired (Instr.	NETSOL TECHNOLOGIES INC [NTWK] Say (Middle) Say (Middle) Solution of Earliest Transaction (Month/Day/Year) O(30/2016 A 1 if Amendment, Date Original Filed(Month/Day/Year) O(2 A 1 if Amendment, Date Original Filed(Month/Day/Year) O(30/2016 A 1 if Amendment, Date Original Filed(Month/Day/Year) O(30/2016 A 3 if Amendment, Date Original Filed(Month/Day/Year) O(30/2016 O(30/

Paradia Carra Nama / Adda	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
CATON MARK C/O NETSOL TECHNOLOGIES, INC. 24025 PARK SORRENTO, SUITE 410 CALABASAS, CA 91302	X					

Signatures

/s/ Mark Caton	07/05/2016
Signature of Reporting	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.

