FORM 4	4
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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).

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

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#### 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

(Print or Type Resp	onses)										
1. Name and Addre 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 Director 10% Owner				
(Last) C/O NETSOL T PARK SORREN		· · · ·	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2019				Officer (give title below)	Other (specify b	pelow)		
(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			
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Benefici							Owned	
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	Execution Date, if	Code (Instr. 8)		4. Secur (A) or D (D) (Instr. 3, Amount	isposed 4 and 5 (A) or	5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership
Common Stock		01/03/2019	01/03/2019	А		1,910	A	\$ 0 (1)	79,060	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information SEC 1474 (9contained 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 (a.g., puts, colls, warrants, options, convertible securities)

( <i>e.g.</i> , puts, caus, warrants, options, convertible securities)															
1. Title of	2.	3. Transaction	3A. Deemed	4.	5	5. Nui	mber	6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transactio	n o	of		and Expirati	on Date	Amo	unt of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	Γ	Deriva	ative	(Month/Day	/Year)	Unde	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	S	Securi	ities			Secu	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				A	Acqui	red			(Instr	. 3 and		Owned	Security:	(Instr. 4)
	Security				(.	A) or				4)			Following	Direct (D)	
					Γ	Dispo	sed						Reported	or Indirect	
					0	of (D)	)						Transaction(s)	(I)	
					~	Instr.	· ·						(Instr. 4)	(Instr. 4)	
					4	l, and	5)								
											Amount				
								Date	Expiration		or				
								Exercisable	Expiration Date	Title	Number				
								Excicisable	Date		of				
				Code V	/ (	(A)	(D)				Shares				

### **Reporting Owners**

Describe Open News (Address	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	Х						

## Signatures

/5	/ Mark Caton	01/04/2019	
	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.

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