FORM 4

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

OMB APPROVAL					
OMB Number:	3235-0287				
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nours per response					

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

Name and Address of Reporting Person * GHAURI NAJEEB				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) (First) (Middle) C/O NETSOL TECHNOLOGIES, INC.,, 24025 PARK SORRENTO, SUITE 410				3. Date of Earliest Transaction (Month/Day/Year) 02/16/2017							X Officer (give title below) Other (specify below) CEO					
(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 Bene						Beneficially	eneficially Owned					
(Instr. 3) Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, any (Month/Day/Yea		if Code (Instr. 8)		(A) or (D)		ecurities Acquire or Disposed of tr. 3, 4 and 5)		5. Amount of Se Beneficially Ow Reported Transa (Instr. 3 and 4)		Following	6. Ownership Form: Direct (D)	7. Nature of Indirect Beneficial Ownership	
						Cod	le	V	Amount	(A) or (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Common	Stock		02/16/2017			P		5	5,000	A S	\$ 4.55	591,145	(1)		D	
Reminder: indirectly.	Report on a	separate line	for each class of secu	urities beneficia	ally o	wned d	P	erso ontai	ined ir	this for	m ar	e not req	uired to re	nformation espond unl	less	EC 1474 (9- 02)
				Derivative Secu									l			
1. Title of 2. Derivative Conversion or Exercise (Instr. 3) Price of Derivative Security		3. Transaction Date (Month/Day)	on 3A. Deemed Execution Da any	4. Transact Code Year) (Instr. 8)	tion (6. Date Exercisable and Expiration Date		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s (Instr. 4)	Owners Form of Derivati Security Direct (or Indire	Ownersh (Instr. 4) ect	
				Code	V	(A) (Date Exerc		Expiratior Date	¹ Title	Amount or e Number of Shares				
Repor	ting O	wners														

Barrella Carrella Variation	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	X		CEO				

Signatures

/s/ Najeeb Ghauri	02/16/2017
**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) Of total amount of securities held, 15,000 are held indirectly by spouse.

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.

