

NETSOL TECHNOLOGIES INC
Form SC 13G/A
February 14, 2018
UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)

(Amendment No. 1)¹

NetSol Technologies, Inc.
(Name of Issuer)

Common Stock, \$.01 par value
(Title of Class of Securities)

64115A402
(CUSIP Number)

December 31, 2017
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:*

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* Moab Capital Partners, LLC, Moab Private Investments, LP and Michael M. Rothenberg are filing this Schedule 13G pursuant to Rule 13d-1(b). Moab Partners, L.P. and Moab PI GP, LLC are filing this Schedule 13G pursuant to Rule 13d-1(c).

1 The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, *see the Notes*).

CUSIP NO. 64115A402

1	NAME OF REPORTING PERSON	
	MOAB CAPITAL PARTNERS, LLC	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
5	DELAWARE SOLE VOTING POWER	902,987
6	SHARED VOTING POWER	- 0 -
7	SOLE DISPOSITIVE POWER	902,987
8	SHARED DISPOSITIVE POWER	- 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	902,987
10	CHECK BOX IF THE AGGREGATE	

AMOUNT IN ROW
(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 8.0%
TYPE OF REPORTING
PERSON

IA

CUSIP NO. 64115A402

1	NAME OF REPORTING PERSON	
	MOAB PARTNERS, L.P.	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	DELAWARE SOLE VOTING POWER 902,987 SHARED VOTING POWER - 0 - SOLE DISPOSITIVE POWER 902,987 SHARED DISPOSITIVE POWER - 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES	902,987

CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 8.0%
TYPE OF REPORTING
PERSON

PN

3

CUSIP NO. 64115A402

1	NAME OF REPORTING PERSON	
	MOAB PRIVATE INVESTMENTS, LP	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a) (b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
5	DELAWARE SOLE VOTING POWER	45,815
6	SHARED VOTING POWER	- 0 -
7	SOLE DISPOSITIVE POWER	45,815
8	SHARED DISPOSITIVE POWER	- 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
10	45,815 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW	

(9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 Less than 1%
TYPE OF REPORTING
PERSON

PN

4

CUSIP NO. 64115A402

1	NAME OF REPORTING PERSON
	MOAB PI GP, LLC
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP
	(a)
	(b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	DELAWARE
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5 SOLE VOTING POWER
	45,815
6	SHARED VOTING POWER
	- 0 -
7	SOLE DISPOSITIVE POWER
	45,815
8	SHARED DISPOSITIVE POWER
	- 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	45,815
10	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW

(9) EXCLUDES
CERTAIN
SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 Less than 1%
TYPE OF REPORTING
PERSON

OO

5

CUSIP NO. 64115A402

1	NAME OF REPORTING PERSON	
	MICHAEL M. ROTHENBERG	
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP	(a)
		(b)
3	SEC USE ONLY	
4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	USA	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER
		948,802
	6	SHARED VOTING POWER
		- 0 -
	7	SOLE DISPOSITIVE POWER
		948,802
	8	SHARED DISPOSITIVE POWER
		- 0 -
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	948,802	
10	CHECK BOX IF THE AGGREGATE	

AMOUNT IN ROW
(9) EXCLUDES
CERTAIN SHARES

11 PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW (9)

12 8.4%
TYPE OF REPORTING
PERSON

IN, HC

6

CUSIP NO. 64115A402

Item 1(a).

Name of Issuer:

NetSol Technologies, Inc. (the "Issuer")

Item 1(b).

Address of Issuer's Principal Executive Offices:

24025 Park Sorrento, Suite 410, Calabasas, California 91302

Item 2(a).

Name of Person Filing:

This Schedule 13G is being jointly filed by Moab Partners, L.P. ("Moab LP"), Moab Capital Partners, LLC ("Moab LLC"), Moab Private Investments, LP ("MPI"), Moab PI GP, LLC ("MPI GP") and Michael M. Rothenberg. Each of the foregoing is referred to as a "Reporting Person" and collectively as the "Reporting Persons."

Moab LLC is the investment adviser to Moab LP. Mr. Rothenberg is an owner and the Managing Member of Moab LLC. By virtue of these relationships, each of Moab LLC and Mr. Rothenberg may be deemed to beneficially own the Shares (as defined below) owned directly by Moab LP. MPI is the investment adviser to a certain separately managed account (the "Managed Account"). MPI GP is the general partner of MPI. Mr. Rothenberg is an owner and the Managing Member of MPI GP. By virtue of these relationships, each of MPI, MPI GP and Mr. Rothenberg may be deemed to beneficially own the Shares (as defined below) held in the Managed Account.

Item 2(b).

Address of Principal Business Office or, if none, Residence:

The principal business office of each of the Reporting Persons is 152 West 57th Street, 9th Floor, New York, New York 10019.

Item 2(c).

Citizenship:

Each of Moab LP, Moab LLC, MPI and MPI GP is organized under the laws of the State of Delaware. Mr. Rothenberg is a citizen of the United States of America.

Item 2(d).

Title of Class of Securities:

Common Stock, \$.01 par value (the "Shares")

Item 2(e).

CUSIP Number:

64115A402

Item 3. If this statement is filed pursuant to Section 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

/ /Not Applicable

(a)/ /Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b)/ /Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

CUSIP NO. 64115A402

- (c) / / Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) / / Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) / x / Investment adviser in accordance with Section 240.13d-1(b)(1)(ii)(E).*
- (f) / / Employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F).
- (g) / x / Parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G).**
- (h) / / Savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).
- (i) / / Church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3).
- (j) / / Non-U.S. institution in accordance with Section 240.13d-1(b)(1)(ii)(J).
- (k) / / Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

* Each of Moab LLC and MPI is an investment adviser in accordance with §240.13d-1(b)(1)(ii)(E).

** Mr. Rothenberg is a control person of each of Moab LLC and MPI in accordance with §240.13d-1(b)(1)(ii)(G).

Item 4.

Ownership.

All ownership inform