

NETSOL TECHNOLOGIES INC
Form 10KSB/A
November 12, 2008

**SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549**

FORM 10-KSB/A

ANNUAL REPORT UNDER SECTION 13 OR 15(d) OF THE SECURITIES
EXCHANGE ACT OF 1934

FOR THE FISCAL YEAR ENDED JUNE 30, 2008

or

TRANSITION REPORT UNDER SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Commission File Number 0-22773
NETSOL TECHNOLOGIES, INC.

(Name of small business issuer as specified in its charter)

NEVADA	95-4627685
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification Number)

23901 Calabasas Road, Suite 2072,
Calabasas, CA 91302
(Address of principal executive offices) (Zip code)

(818) 222-9195 / (818) 222-9197
(Issuer's telephone/facsimile numbers, including area code)

SECURITIES REGISTERED UNDER SECTION 12(b) OF THE EXCHANGE ACT:

**COMMON STOCK, \$.001 PAR VALUE
THE NASDAQ STOCK MARKET LLC**

SECURITIES REGISTERED UNDER SECTION 12(g) OF THE EXCHANGE ACT:

**COMMON STOCK, \$.001 PAR VALUE
NASDAQ CAPITAL MARKET**

Check whether the issuer is not required to file reports pursuant to Section 13 or 15(d) of the Exchange Act.

Check whether the issuer (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Check if there is no disclosure of delinquent filers in response to Item 405 of Regulation S-B, and no disclosure will be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-KSB or any amendment to this Form 10-KSB. [x]

Indicate by check mark whether the registrant is a shell company (as defined in rule 12b-2 of the Exchange Act). Yes No

Registrant's revenues for the fiscal year ended June 30, 2008 were \$36,642,175.

The aggregate market value of the voting and non-voting common equity held by non-affiliates was \$50,705,662 as of September 15, 2008.

As of September 15, 2008, Registrant had 26,419,770 shares of its \$.001 par value Common Stock issued and outstanding and 1,920 shares of its Preferred Stock issued and outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

(None)

Transitional Small Business Disclosure Format (Check one): Yes []; No X

In our Amendment to the Annual Report filed on form 10-KSB for the year ended June 30, 2008, as amended and filed on November 10, 2008, the CEO and CFO certifications were omitted. The omitted certifications are attached hereto. There are no other changes in the documents.

SIGNATURES

In accordance with Section 13 or 15 (d) of the Exchange Act, the Registrant caused this amended report to be signed on its behalf by the undersigned, thereunto duly authorized.

NetSol Technologies, Inc.

Date: November 10, 2008

BY: /S/ NAJEEB GHAURI

Najeeb Ghauri

Chief Executive Officer

Date: November 10, 2008

BY: /S/ Tina Gilger

Tina Gilger

Chief Financial Officer

In accordance with the Exchange Act, this amended report has been signed below by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Date: November 10, 2008

BY: /S/ NAJEEB U. GHAURI
Najeeb U. Ghauri
Chief Executive Officer
Director, Chairman

Date: November 10, 2008

BY: /S/ SALIM GHAURI
Salim Ghauri
President, APAC
Director

Date: November 10, 2008

BY: /S/ NAEEM GHAURI
Naeem Ghauri
President, EMEA
Director

Date: November 10, 2008

BY: /S/ EUGEN BECKERT
Eugen Beckert
Director

Date: November 10, 2008

BY: /S/ SHAHID JAVED BURKI
Shahid Javed Burki
Director

Date: November 10, 2008

BY: /S/ MARK CATON
Mark Caton
Director

Date: November 10, 2008

BY: /S/ ALEXANDER SHAKOW
Alexander Shakow
Director