

NETSOL TECHNOLOGIES INC
Form DEFA14A
April 23, 2008

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

**SCHEDULE 14A
(Rule 14a-101)**

**SCHEDULE 14A INFORMATION
Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No. __)**

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

NetSol Technologies, Inc.
(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

1) Title of each class of securities to which transaction applies:

2) Aggregate number of securities to which transaction applies:

3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

4) Proposed maximum aggregate value of transaction:

5) Total fee paid:

Fee paid previously with preliminary materials:

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the

form or schedule and the date of its filing.

- 1) Amount previously paid:
 - 2) Form, Schedule or Registration Statement No.:
 - 3) Filing Party:
 - 4) Date Filed:
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April 22, 2008

Dear Fellow Shareholder,

The upcoming annual meeting of NetSol Technologies, Inc., scheduled to be held on May 2, 2008 is quickly approaching. Your vote is extremely important, regardless of the number of shares of NetSol Technologies, Inc. common stock that you own.

Your Boards of Directors have unanimously recommend that you vote “FOR” the nominees for Directors, “FOR” the ratification of the appointment of the accounting firm, “FOR” the amendment of our articles of incorporation to increase the number of authorized shares of capital stock and “FOR” approval of the NetSol Technologies, Inc. 2008 Equity Incentive Plan.

Your board unanimously recommends a vote “FOR” the amendment of our articles of incorporation to increase the number of authorized shares of capital stock from 50,000,000 to 100,000,000 shares (Proposal 3) for the following reasons, as more clearly outlined in the proxy statement that you have received:

Provides necessary flexibility in our corporate planning in responding to developments in our business, including possible financing and acquisition transactions, common stock splits or dividends and for other general corporate purposes

No current plan to issue additional shares, but it is important for management to have additional capital stock available in order to address new initiatives without undue delay or cost

Your board unanimously recommends a vote “FOR” approval of the NetSol Technologies, Inc. 2008 Equity Incentive Plan (Proposal 4) for the following reasons, as more clearly outlined in the proxy statement that you have received:

Provides us with flexibility to motivate, attract, and retain the services of employees upon whom our success depends and to provide them with an equity interest in our Company in order to motivate superior performance

Aligns executives’ interests with those of the stockholders by rewarding performance at or above established goals, with the ultimate objective of increasing stockholder value

Maximum number of shares (1,000,000 shares) to be issued under the plan represents less than 4% of the current shares outstanding

Please note that if you do not vote on Proposal 3 or Proposal 4, it has the same effect as a vote “against” these proposals. We urge you to vote “FOR” all proposals at your earliest convenience.

If you have any questions or need assistance voting your shares, please call D.F. King & Co., Inc. toll free at (800) 578-5378. Thank you for your continued support.

Kind Regards,

Najeeb Ghauri
Chief Executive Officer

NetSol Technologies, Inc.

Your Vote Is Very Important!

***You Can Vote by Mailing Your Proxy Card
or
You Can Vote by Internet or Telephone***

ii Vote by Internet

Follow these four easy steps to vote online:

1. Read the accompanying proxy material and proxy card.
2. Go to the voting website **www.proxyvote.com**
3. Enter the 12-digit control number listed on your proxy card.
4. Follow the instructions provided to vote.

ii Vote by Telephone

Follow these four easy steps to vote via telephone:

1. Read the accompanying proxy material and proxy card.
 2. Please call toll-free 1-800-454-8683.
 3. When prompted, enter the 12-digit control number listed on your proxy card.
 4. Follow the instructions provided to vote.
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