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NETWORK 1 SECURITY SOLUTIONS INC

Form 3

April 26, 2007

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB Number:

3235-0104

0.5

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005

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response...

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement NETWORK 1 SECURITY SOLUTIONS INC A Hound Partners, LLC (Month/Day/Year) [NSSI-OTC] 04/17/2007 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 101 PARK AVENUE, 48TH (Check all applicable) **FLOOR** (Street) 6. Individual or Joint/Group Director _X__ 10% Owner Officer Other Filing(Check Applicable Line) (give title below) (specify below) Form filed by One Reporting NEW YORK, NYÂ 10178 _X_ Form filed by More than One Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Ownership (Instr. 4) Beneficially Owned Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (Instr. 5) Ι By Hound Partners, LP Common Stock \$.01 par value per share 1,081,817 (1) By Hound Partners Offshore Ι Common Stock \$.01 par value per share $1,084,850 \stackrel{(2)}{=}$ Fund, LP Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Conversion Ownership Beneficial

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			Derivative Security (Instr. 4)		or Exercise Price of	Form of Derivative	Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Common Stock Warrant (Right to Buy)	04/16/2006	04/16/2011	Common Stock	540,908 (1)	\$ 2	I	By Hound Partners, LP
Common Stock Warrant (Right to Buy)	04/16/2006	04/16/2011	Common Stock	524,425 (2)	\$ 2	I	By Hound Partners Offshore Fund, LP

Reporting Owners

Reporting Owner Name / Address	Relationships					
reporting of more remains a remainder	Director	10% Owner	Officer	Othe		
Hound Partners, LLC 101 PARK AVENUE 48TH FLOOR NEW YORK, NY 10178	Â	ÂX	Â	Â		
Hound Performance, LLC 101 PARK AVENUE 48TH FLOOR NEW YORK, NY 10178	Â	ÂX	Â	Â		
AUERBACH JONATHAN A G 101 PARK AVENUE 48TH FLOOR NEW YORK, NY 10178	Â	ÂX	Â	Â		

Signatures

Hound Partners, LLC, By: /s/ Jonathan Auerbach, Managing Member	04/26/2007
**Signature of Reporting Person	Date
Hound Performance, LLC, By: /s/ Jonathan Auerbach, Managing Member	04/26/2007
**Signature of Reporting Person	Date
/s/ Jonathan Auerbach, Managing Member	04/26/2007
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The securities may be deemed to be beneficially owned by (a) Hound Performance, LLC, the general partner of Hound Partners, LP; (b) Hound Partners, LLC, the investment manager of Hound Partners, LP and (c) Jonathan Auerbach, the managing member of Hound Performance, LLC and Hound Partners, LLC. Each Reporting Person disclaims beneficial ownership in the securities reported on this

Reporting Owners 2

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Form 3 except to the extent of his or its pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

- The securities may be deemed to be beneficially owned by (a) Hound Performance, LLC, the general partner of Hound Partners Offshore Fund, LP; (b) Hound Partners, LLC, the investment manager of Hound Partners Offshore Fund, LP and (c) Jonathan Auerbach, the
- (2) managing member of Hound Performance, LLC and Hound Partners, LLC. Each Reporting Person disclaims beneficial ownership in the securities reported on this Form 3 except to the extent of his or its pecuniary interest, if any, therein, and this report shall not be deemed to be an admission that such Reporting Person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.

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.