

NETWORK 1 TECHNOLOGIES INC  
 Form 4  
 July 18, 2016

**FORM 4**

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

OMB APPROVAL

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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, 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 Person \*  
 HOROWITZ COREY M

2. Issuer Name and Ticker or Trading Symbol  
 NETWORK 1 TECHNOLOGIES INC [NTIP-NYSE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 6 BROOKLAWN DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 07/14/2016

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
 CEO and Chairman

WESTPORT, CT 06880  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | (A) or (D)                     | Code V  | Amount  | (D)  | Price                             |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3)                   | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Code | V | (A)     | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares |
|------------------------------|------------------------------------|------------------|------------|---|------|---|---------|-----|---------------------|--------------------|-----------------|----------------------------------|
| Restricted<br>Stock<br>Units | <u>1</u>                           | 07/14/2016       |            | A   |      |   | 750,000 |     | <u>(2)</u>          | <u>(2)</u>         | Common<br>Stock | 750,000                          |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                  |       |
|---|---------------|-----------|------------------|-------|
|   | Director      | 10% Owner | Officer          | Other |
| HOROWITZ COREY M<br>6 BROOKLAWN DRIVE<br>WESTPORT, CT 06880 | X             | X         | CEO and Chairman |       |

## Signatures

By: /s/ Corey M.  
Horowitz

07/18/2016

   \*\*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).

The restricted stock units (RSUs) were granted pursuant to an Employment Agreement, dated July 14, 2016, between the Company and

(1) Mr. Horowitz, for a five-year term beginning July 14, 2016 and ending July 14, 2021 (the "Term"). Each restricted stock unit represents a right to receive one share of common stock, subject to the vesting provisions described below.

The RSUs shall vest in three tranches and all RSUs shall be subject to continued employment through the applicable vesting date. The RSUs shall vest as follows: (i) 250,000 RSUs shall vest on July 14, 2018; (ii) 250,000 RSUs shall vest in equal annual installments over the remaining Term, beginning at any time after July 14, 2018 when and if the Company's Common Stock achieves a closing price of a minimum of \$3.25 per share for 20 consecutive trading days and (iii) 250,000 RSUs shall vest in equal annual installments over the remaining Term, starting at any time after July 14, 2018 when and if the Company's Common Stock achieves a closing price of a minimum of \$4.25 per share for 20 consecutive trading days. Further, all of the RSUs become fully vested upon a Change of Control, or upon the Company's termination of Mr. Horowitz's employment Other Than for Cause, or upon Mr. Horowitz's termination of his employment for Good Reason (all as defined in the Employment Agreement).

(2)

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.