

SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

FORM 12B-25

Commission File Number 1-14896

NOTIFICATION OF LATE FILING

(Check One):

Form 10-KSB  Form 11-K  Form 20-F  Form 10-QSB  Form N-SAR

For Period Ended: March 31, 2001  
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Transition Report on Form 10-K  Transition Report on Form 10-Q  
 Transition Report on Form 20-F  Transition Report on Form N-SAR  
 Transition Report on Form 11-K

For the Transition Period Ended:  
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READ ATTACHED INSTRUCTION SHEET BEFORE PREPARING FORM. PLEASE PRINT  
OR TYPE.

Nothing in this form shall be construed to imply that the Commission  
has verified any information contained herein.

If the notification relates to a portion of the filing checked above,  
identify the Item(s) to which the notification relates:  
  
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PART I. REGISTRANT INFORMATION

Full name of registrant; Former name if applicable:  
Network-1 Security Solutions, Inc.  
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Address of principal executive office (Street and number):  
1601 Trapelo Road, Reservoir Place  
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City, State and Zip Code:  
Waltham, Massachusetts 02451  
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PART II. RULE 12B-25 (B) AND (C)

If the subject report could not be filed without unreasonable effort  
or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the  
following should be completed. (Check appropriate box.)

- (a) The reasons described in reasonable detail in Part III of this  
form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report  
on Form 10-K, 20-F, 11-K or Form N-SAR, or portion thereof will be  
filed on or before the 15th calendar day following the prescribed due  
date; or the subject quarterly report or transition report on Form  
10-Q, or portion thereof will be filed on or before the fifth  
calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule  
12b-25(c) has been attached if applicable.

PART III. NARRATIVE

State below in reasonable detail the reasons why Form 10-K, 11-K,

20-F, 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period. (Attach extra sheets if needed.)

The Company is unable to file its Form 10-QSB for the quarter ended March 31, 2001 at this time because certain accounting issues remain outstanding which cannot be resolved without unreasonable effort or expense.

PART IV. OTHER INFORMATION

(1) Name and telephone number of person to contact in regard to this notification

Murray P. Fish            (781)            522-3400  
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(Name)                    (Area Code)            (Telephone number)

(2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If the answer is no, identify report(s).

Yes  No

(3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so: attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made. See attachment.

Network-1 Security Solutions, Inc.  
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(Name of registrant as specified in charter)

Has caused this notification to be signed on its behalf by the undersigned thereunto duly authorized.

Date: May 15, 2001            By: /s/ Murray P. Fish  
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Name: Murray P. Fish  
Title: Chief Financial Officer

INSTRUCTION. The form may be signed by an executive officer of the registrant or by any other duly authorized representative. The name and title of the person signing the form shall be typed or printed beneath the signature. If the statement is signed on behalf of the registrant by an authorized representative (other than an executive officer), evidence of the representative's authority to sign on behalf of the registrant shall be filed with the form.

Attachment

Form 12b-25/Network-1 Security Solutions, Inc.

(3) The Company anticipates that it will incur a net loss of approximately \$950,000 for the quarter ended March 31, 2001 as compared to a net profit of \$860,000 for the quarter ended March 31, 2000.