

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 8-A

FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934

NETWORK-1 SECURITY SOLUTIONS, INC.  
(Exact name of registrant as specified in its charter)

DELAWARE 11-3027591  
(State of incorporation or organization) (I.R.S Employer Identification No.)

70 Walnut Street  
Wellesley Hills, Massachusetts 02481  
(Address of Principal Executive Offices) (Zip Code)

If this Form relates to the registration of a class of securities pursuant to  
General Instruction A.(c), check the following box. [ ]

If this Form relates to the registration of a class of securities pursuant to  
Section 12(g) of the Exchange Act and is effective pursuant to General  
Instruction A.(d), check the following box. [ ]

Securities Act registration statement file number to which this form  
relates: 333-59617

Securities to be registered pursuant to section 12(b) of the Act:

Title of each class to be registered	Name of each exchange on which each class is to be registered
----- None	----- None

Securities to be registered pursuant to Section 12(g) of the Act:

Common Stock, par value \$.01 per share  
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(Title of class)

Item 1. DESCRIPTION OF REGISTRANT'S SECURITIES TO BE REGISTERED

The securities to be registered hereunder are common stock, par value  
\$.01 per share (the "Common Stock") of Network-1 Security Solutions, Inc. (the  
"Registrant"). A description of the Common Stock is set forth under the caption  
"Description of Securities" contained in the prospectus forming a part of the  
Registrant's Registration Statement on Form SB-2, as amended (the "Registration  
Statement") (File No. 333-59617) initially filed with the Securities and  
Exchange Commission on July 22, 1998. Such description, and as it may be  
subsequently amended, is incorporated herein by reference.

Item 2. EXHIBITS

The following exhibits are filed as a part of this Registration  
Statement:

Exhibit No. Description  
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- 1 Certificate of Incorporation of the Registrant, as  
amended, incorporated herein by reference to Exhibit 3.1

to the Registration Statement.

- 2 By-laws of the Registrant, as amended, incorporated herein by reference to Exhibit 3.2 to the Registration Statement.
- 3 Form of Common Stock Certificate evidencing shares of the Registrant's Common Stock, incorporated herein by reference to Exhibit 4.1 to the Registration Statement.
- 4 Registrant's Stock Option Plan, as amended, incorporated herein by reference to Exhibit 4.2 to the Registration Statement.

#### SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

NETWORK-1 SECURITY SOLUTIONS, INC.

Date: October 6, 1998

By: /s/ Avi A. Fogel

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Avi A. Fogel  
President and Chief Executive Officer

#### INDEX TO EXHIBITS

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