

U.S. SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

FORM 10-QSB

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934 FOR THE QUARTERLY PERIOD ENDED JUNE 30, 2003

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934 FOR THE TRANSITION PERIOD FROM \_\_\_\_\_ TO \_\_\_\_\_

COMMISSION FILE NUMBER 1-14896

NETWORK-1 SECURITY SOLUTIONS, INC.  
(EXACT NAME OF SMALL BUSINESS ISSUER AS  
SPECIFIED IN ITS CHARTER)

DELAWARE 11-3027591  
(STATE OR OTHER JURISDICTION OF (IRS EMPLOYER IDENTIFICATION NO.)  
INCORPORATION OR ORGANIZATION)

445 Park Avenue, Suite 1028, New York, New York 10022  
(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)

212-829-5770  
(ISSUER'S TELEPHONE NUMBER)

As of October 30, 2003 there were 8,314,458 shares of Common Stock, \$.01 par value per share, 231,054 shares of Series D Convertible Preferred Stock, \$.01 par value per share, and 2,483,508 shares of Series E Convertible Preferred Stock, \$.01 par value per share, outstanding.

Transitional Small Business Disclosure Format (check one):

Yes  No

NETWORK-1 SECURITY SOLUTIONS, INC.

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NETWORK-1 SECURITY SOLUTIONS, INC.  
CONDENSED BALANCE SHEETS

<TABLE><CAPTION>

	JUNE 30, 2003	DECEMBER 31, 2002	
	( UNAUDITED )	( AUDITED )	
	<C>	<C>	
<b>&lt;S&gt;</b>			
<b>ASSETS</b>			
Current assets:			
Cash and cash equivalents	\$ 1,550,000	\$ 2,029,000	
Accounts receivable		6,000	
Prepaid expenses and other current assets		39,000	96,000
	-----	-----	
Total current assets	1,589,000	2,131,000	
Equipment and fixtures		22,000	
Security deposits		8,000	
	-----	-----	
	\$ 1,589,000	\$ 2,161,000	
	=====	=====	
<b>LIABILITIES</b>			
Current liabilities:			
Accounts payable	\$ 50,000	\$ 193,000	
Accrued expenses and other current liabilities		424,000	610,000
Deferred revenue	12,000	218,000	
	-----	-----	
Total current liabilities	486,000	1,021,000	
	-----	-----	
Liability to be settled with equity instrument		9,000	55,000
	-----	-----	
Commitments and contingencies			
<b>STOCKHOLDERS' EQUITY</b>			
Preferred stock - \$0.01 par value, 10,000,000 shares authorized, Series D - convertible, voting, authorized 1,250,000 shares; 231,054 shares issued and outstanding at June 30, 2003 and December 31, 2002, liquidation preference of \$705,000 at June 30, 2003 and December 31, 2002.			
	2,000	2,000	
Series E - convertible, authorized 3,500,000 shares ; 2,483,508 shares issued and outstanding at June 30, 2003 and December 31, 2002, liquidation preference of \$ 5,265,000 at June 30, 2003 and December 31, 2002			
	25,000	25,000	
Common stock - \$0.01 par value ; authorized 50,000,000 shares; 8,314,458 shares issued and outstanding at June 30, 2003 and December 31, 2002			
		83,000	83,000
Additional paid-in capital	41,402,000	41,397,000	
Accumulated deficit	(40,418,000)	(40,422,000)	
	-----	-----	
Total stockholders' equity	1,094,000	1,085,000	

-----      -----  
 \$ 1,589,000      \$ 2,161,000  
 =====      =====

</TABLE>

See notes to condensed financial statements

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NETWORK-1 SECURITY SOLUTIONS, INC.  
 CONDENSED STATEMENTS OF OPERATIONS  
 (UNAUDITED)

<TABLE><CAPTION>

	THREE MONTHS ENDED		SIX MONTHS ENDED	
	JUNE 30,		JUNE 30,	
	2003	2002	2003	2002
	<C>	<C>	<C>	<C>
<b>Revenue:</b>				
Licenses	\$ 130,000	\$ 191,000	\$ 130,000	\$ 259,000
Services	34,000	52,000	76,000	102,000
	-----	-----	-----	-----
Total revenue	164,000	243,000	206,000	361,000
	-----	-----	-----	-----
<b>Cost of revenue:</b>				
Amortization of software development costs			125,000	195,000
Cost of licenses		7,000		10,000
Cost of services	17,000	42,000	34,000	84,000
	-----	-----	-----	-----
Total cost of revenue	17,000	174,000	34,000	289,000
	-----	-----	-----	-----
Gross Profit	147,000	69,000	172,000	72,000
	-----	-----	-----	-----
<b>Operating expenses:</b>				
Product development costs		397,000		836,000
Selling and marketing		730,000		1,349,000
General and administrative	285,000	995,000	590,000	1,490,000
	-----	-----	-----	-----
Total operating expenses	285,000	2,122,000	590,000	3,675,000
	-----	-----	-----	-----
Loss before other income	(138,000)	(2,053,000)	(418,000)	(3,603,000)
Interest income - net	3,000	19,000	7,000	45,000
Gain on sale of assets	415,000		415,000	
	-----	-----	-----	-----
Net income (loss)	\$ 280,000	\$(2,034,000)	\$ 4,000	\$(3,558,000)
	=====	=====	=====	=====

**EARNINGS (LOSS) PER COMMON SHARE:**

BASIC	\$ 0.03	\$ (0.26)	\$ 0.00	\$ (0.48)
DILUTED	\$ 0.03	\$ (0.26)	\$ 0.00	\$ (0.48)

**WEIGHTED AVERAGE SHARES:**

BASIC	8,314,458	7,683,900	8,314,458	7,398,221
DILUTED	8,314,458	7,683,900	8,314,458	7,398,221

</TABLE>

See notes to condensed financial statements

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NETWORK-1 SECURITY SOLUTIONS, INC.  
 CONDENSED STATEMENTS OF CASH FLOWS



statements contain all adjustments which the Company considers necessary for the fair presentation of the Company's financial position as of June 30, 2003, the results of its operations for the three and six months ended June 30, 2003 and 2002 and its cash flows for the six months ended June 30, 2003 and June 30, 2002. The condensed financial statements included herein have been prepared in accordance with the accounting principles generally accepted in the United States of America for interim financial information and the instructions to Form 10-QSB. Accordingly, certain information and footnote disclosures normally included in the financial statements prepared in accordance with accounting principles generally accepted in the United States of America have been omitted pursuant to such rules and regulations, although management believes that the disclosures are adequate to make the information presented not misleading. These financial statements should be read in conjunction with the audited financial statements for the year ended December 31, 2002 included in the Company's Annual Report on Form 10-KSB filed with the Securities and Exchange Commission. The results of operations for the six months ended June 30, 2003 and 2002 are not necessarily indicative of the results of operations to be expected for the full year.

[2] BUSINESS:

The Company developed, marketed, licensed and supported its proprietary network security software products designed to provide comprehensive security to computer networks. The Company also provided maintenance and training services.

In December 2002, the Company discontinued its software product line and associated operations, ceased its product development and substantially eliminated its sales and marketing efforts and during May 2003, sold substantially all of its intellectual property. Through a series of layoffs, the Company has reduced its workforce to a current level of two employees and a consultant. The Company has closed its various offices upon termination of leases during 2002 and 2003. Management is focusing its efforts on seeking a merger candidate for the Company or other strategic transaction.

[3] STOCK-BASED COMPENSATION:

The Company accounts for stock-based employee compensation under Accounting Principles Board ("APB") Opinion No. 25, "Accounting for Stock Issued to Employees", and related interpretations. The Company has adopted the disclosure-only provisions of Statement of Financial Accounting Standards ("SFAS") No. 123, "Accounting for Stock-Based Compensation" and SFAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure", which was released in December 2002 as an amendment of SFAS No. 123. The following table illustrates the effect on net income (loss) and loss per share if the fair value-based method had been applied to all awards.

NETWORK-1 SECURITY SOLUTIONS, INC.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[3] STOCK-BASED COMPENSATION (CONTINUED)

<TABLE><CAPTION>

	SIX MONTHS ENDED JUNE 30,	
	2003	2002
	(UNAUDITED)	(UNAUDITED)
<S>	<C>	<C>
Reported net income (loss)	\$ 4,000	\$ (3,558,000)
Stock-based employee compensation expense included in reported net loss, net of related tax effects	--	--
Stock-based employee compensation determined under the fair value-based method, net of related tax effects	(4,000)	(141,000)

Pro forma net income (loss)	\$	0	\$	(3,699,000)
<hr/>				
Net income (loss) per common share (basic and diluted):				
As reported	\$	0.00	\$	(0.48)
<hr/>				
Pro forma	\$	0.00	\$	(0.50)
<hr/>				

</TABLE>

The fair value of each option grant on the date of grant is estimated using the Black-Scholes option-pricing utilizing the following weighted average assumptions :

	SIX MONTHS ENDED	
	JUNE 30,	
	2003	2002
	-----	-----
Risk-free interest rates	2.36 %	4.08 %
Expected option life in years	5.00	6.60
Expected stock price volatility	112.00 %	112.00 %
Expected dividend yield	0.00 %	0.00 %

[4] REVENUE RECOGNITION:

License revenue is recognized upon delivery of software or delivery of a required software key. License revenue from distributors or resellers is recognized as the distributor or reseller delivers software or the required software key to end users or original equipment manufacturers. Service revenues consist of maintenance and training services. Annual renewable maintenance fees are a separate component of each contract, and are recognized ratably over the contract term. Training revenues are recognized as such services are performed. Revenues from advance license fees are deferred until they are earned pursuant to the agreements.

On May 30, 2003, the Company completed the sale of its CyberwallPLUS technology and assigned its rights under the Falconstor Agreement (See Note C). The Company recognized the remaining \$130,000 of deferred revenue relating to Falconstor Agreement during the three months ended June 30, 2003.

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NETWORK-1 SECURITY SOLUTIONS, INC.

NOTE A - SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONTINUED)

[5] EARNINGS (LOSS) PER SHARE:

Basic earnings (loss) per share is calculated by dividing the net income (loss) by the weighted average number of outstanding common shares during the period. Diluted earnings (loss) per share data includes the dilutive effects of options, warrants and convertible securities. Potential dilutive shares of 17,823,724 and 17,985,282 are outstanding for the three and six month periods ending June 30, 2003, respectively. However, these shares are not included in the calculation of diluted earnings per share because the options and warrants exercise prices and the preferred shares conversion prices were greater than the average market price of the Company's common stock during the three and six month periods ending June 30, 2003. Potential shares of 19,002,335 for the three and six months ended June 30, 2002 are anti-dilutive and are not included in the calculation of diluted loss per share. Such potential common shares reflect options, warrants, convertible preferred stock and convertible notes.

[6] CASH CONCENTRATION:

The Company places cash investments in high quality financial institutions insured by the Federal Deposit Insurance Corporation

("FDIC"). At June 30, 2003, the Company maintained cash balances of \$1,456,000 in excess of FDIC limits.

#### NOTE B - LIABILITY TO BE SETTLED IN EQUITY INSTRUMENTS

On April 18, 2002, in consideration of additional consulting and financial advisory services, the Company issued to CMH Capital Management Corp. ("CMH") options to purchase 750,000 shares of the common stock at an exercise price of \$1.20 per share, which was the market price of the Company's common stock on the date of issuance. Corey M. Horowitz, Chairman of the Board of Directors of the Company, is the sole owner and officer of CMH. The shares underlying the option shall vest over a three-year period in equal amounts of 250,000 shares per year beginning April 18, 2003. In addition, the shares underlying the option shall vest in full in the event of a "change of control" or in the event that the closing price of the Company's common stock reaches a minimum of \$3.50 per share for 20 consecutive trading days. These options are treated as contingent options and valued utilizing the Black-Scholes option pricing model at each balance sheet date. These options were originally priced in the quarter ended June 30, 2002 at \$416,000. Subsequently, they were revalued to \$55,000 at December 31, 2002 and \$14,000 at March 31, 2003. The fair value of these options remained unchanged at April 18, 2003. On April 18, 2003, 250,000 of these options, having fair value of \$5,000 as of that date, vested. Accordingly, \$5,000 was reallocated to Additional Paid-in-Capital by correspondingly reducing the liability. The options to purchase the remaining 500,000 shares continue to be treated as contingent options and valued utilizing the Black-Scholes option pricing model at each balance sheet date using the same weighted average assumptions as stated in Note A[3]. At June 30, 2003 these 500,000 options were valued at \$9,000.

#### NOTE C - GAIN ON SALE OF ASSETS

On May 30, 2003, the Company completed the sale of its CyberwallPlus technology and related intellectual property (the "Assets") and assignment of its rights under the Falconstar Agreement for aggregate proceeds of \$415,000. The carrying value of these Assets was written down to zero in the third quarter of 2002. The \$415,000 is reflected as "Gain on Sale of Assets" in the condensed statements of operations.

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#### NETWORK-1 SECURITY SOLUTIONS, INC.

#### NOTE D - LITIGATION

In January 2003, the former Chief Financial Officer and a director of the Company commenced a lawsuit against the Company for breach of his employment agreement for \$190,000. Management believes that it has meritorious defenses to the claims asserted. Accordingly, the Company has not accrued any amount at June 30, 2003 that might result from the outcome of this litigation.

#### NOTE E - SETTLEMENT WITH FORMER CHIEF EXECUTIVE OFFICER (THE "FORMER CEO")

In January 2003, the former CEO of the Company commenced a lawsuit against the Company for breach of his employment agreement for \$200,000. In June 2003, the Company entered into a settlement in which the Company agreed to pay approximately \$127,000 to the Former CEO in full settlement of all claims asserted, which was charged to expense during the year ended December 31, 2002. In addition, as part of the settlement, the Former CEO agreed to forfeit his options to purchase 1,200,000 shares of the Company's common stock.

## NETWORK-1 SECURITY SOLUTIONS, INC.

## Item 2: MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

THIS QUARTERLY REPORT ON FORM 10-QSB CONTAINS FORWARD-LOOKING STATEMENTS WITHIN THE MEANING OF SECTION 27A OF THE SECURITIES ACT OF 1933, AS AMENDED (THE "SECURITIES ACT"), AND SECTION 21E OF THE SECURITIES EXCHANGE ACT OF 1934, AS AMENDED (THE "EXCHANGE ACT"). ACTUAL RESULTS, EVENTS AND CIRCUMSTANCES (INCLUDING FUTURE PERFORMANCE, RESULTS AND TRENDS) COULD DIFFER MATERIALLY FROM THOSE SET FORTH IN SUCH STATEMENTS DUE TO VARIOUS RISKS AND UNCERTAINTIES, INCLUDING, BUT NOT LIMITED TO, THOSE DISCUSSED BEGINNING ON PAGE 10 OF OUR ANNUAL REPORT ON FORM 10-KSB FOR THE YEAR ENDED DECEMBER 31, 2002.

## OVERVIEW

Until December 2002, Network-1 Security Solutions, Inc. (the "Company") developed, marketed and licensed security software products designed to prevent unauthorized access to information residing on an enterprise's computers. In December 2002, the Company discontinued offering its security software product line as it was unable to achieve sufficient product revenue to support the expenses of such operations. Management is focusing its efforts on seeking a merger candidate or other strategic transaction for the Company. In May 2003, the Company completed the sale of its CyberwallPlus technology and related intellectual property to an unrelated third party for \$415,000.

## Results of Operations:

## THREE MONTHS ENDED JUNE 30, 2003 COMPARED TO THREE MONTHS ENDED JUNE 30, 2002

Revenues decreased by \$79,000 or 33%, from \$243,000 for the three months ended June 30, 2002 to \$164,000 for the three months ended June 30, 2003. Revenues during the quarter of \$130,000 were related to the recognition of deferred revenue relating to the Falconstor Agreement. Revenues during the quarter of \$34,000 were related to the amortization of deferred maintenance revenues from customers who had elected to purchase maintenance and support contracts in earlier periods. The Company's lack of new license revenues for the three months ended June 30, 2003 resulted from the Company's decision to discontinue its software product line in December 2002.

The cost of revenues for the three months ended June 30, 2003 was \$17,000. This cost relates to one employee who provides services under the Company's maintenance and support contracts. Amortization of software development costs was \$125,000 for the three months ended June 30, 2002. Cost of licenses consisted of software media (disks), documentation, product packaging, production costs and product royalties. Cost of licenses was \$7,000 for the three months ended June 30, 2002. Cost of services consists of salaries, benefits and overhead associated with the technical support of maintenance contracts. Cost of services decreased by \$25,000 or 60% from \$42,000 for the



three months ended June 30, 2002 to \$17,000 for the three months ended June 30, 2003. The decrease in the cost of revenue during the quarter ended June 30, 2003 is directly a result of the Company's decision to discontinue its software product line in December 2002.

Gross profit was \$147,000 for the three months ended June 30, 2003 compared to a gross profit of \$69,000 for the three months ended June 30, 2002, representing 90% and 28% of revenues, respectively.

Product development costs consisted of salaries, benefits, bonuses, travel and related costs of the Company's product development personnel, including consulting fees and the costs of computer

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#### NETWORK-1 SECURITY SOLUTIONS, INC.

equipment used in product and technology development. Product development costs was \$397,000 for the three months ended June 30, 2002.

Selling and marketing expenses consisted primarily of salaries, including commissions, benefits, bonuses, travel, advertising, public relations, consultants and trade shows. Selling and marketing expenses were \$730,000 for the three months ended June 30, 2002.

..

General and administrative expenses include employee costs, including salary, benefits, travel and other related expenses associated with management, finance and accounting operations and legal and other professional services provided to the Company. General and administrative expenses decreased by \$710,000, from \$995,000 for the three months ended June 30, 2002 to \$285,000 for the three months ended June 30, 2003. Expenses during the quarter ended June 30, 2003 included expenses associated with the discontinuation of the Company's product line and general downsizing associated with the termination of the Company's software product business.

The Company had an operating loss of \$138,000 for the three months ended June 30, 2003 compared with a net operating loss of \$2,053,000 for the three months ended June 30, 2002. No provision for or benefit from federal, state or foreign income taxes was recorded for three months ended June 30, 2003 and 2002 because the Company incurred net operating losses and fully reserved its deferred tax assets as their future realization could not be determined.

On May 30, 2003, the Company completed the sale of its CyberwallPlus technology and related intellectual property (the "Assets") and assignment of its rights under the Falconstar Agreement for aggregate proceeds of \$415,000. The carrying value of these Assets was written down to zero in the third quarter of 2002. The \$415,000 is included as "Gain on Sale of Assets" in the condensed statements of operations for the three months ended June 30, 2003.

As a result of the foregoing, the Company had net income of \$280,000 for the three months ended June 30, 2003 compared with a net loss of \$(2,034,000) for the three months ended June 30, 2002.

#### SIX MONTHS ENDED JUNE 30, 2003 COMPARED TO SIX MONTHS ENDED JUNE 30, 2002

Revenues decreased by \$155,000 or 43%, from \$361,000 for the six months ended June 30, 2002 to \$206,000 for the six months ended June 30, 2003. Revenues during the six months ended June 30, 2003 of \$130,000 were related to the recognition of deferred revenue relating to the Falconstor Agreement. Revenues during the six months ended June 30, 2003 of \$76,000 were related to the amortization of deferred maintenance revenues from customers who had elected to purchase maintenance and support contracts in earlier periods. The Company's lack of new license revenues for the six months ended June 30, 2003 resulted from the Company's decision to discontinue its software product line in December 2002.

The cost of revenues for the six months ended June 30, 2003 was \$34,000. This cost relates to one employee who provides services under the Company's maintenance and support contracts. Amortization of software development costs were \$195,000 for the six months ended June 30, 2002. Cost of licenses consisted of software media (disks), documentation, product packaging, production costs and product royalties. Cost of licenses were \$10,000 for the six months ended June 30, 2002. Cost of services consists of salaries, benefits and overhead

associated with the technical support of maintenance contracts. Cost of services were \$34,000 for the six months ended June 30, 2003 as compared to \$84,000 for the six months ended June 30, 2002. The decrease in the cost of revenue during the six months ended June 30, 2003 is directly a result of the Company's decision to discontinue its software product line in December 2002.

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#### NETWORK-1 SECURITY SOLUTIONS, INC.

Gross profit was \$172,000 for the six months ended June 30, 2003 compared to a gross profit of \$72,000 for the six months ended June 30, 2002, representing 83% and 20% of revenues, respectively.

Product development costs consisted of salaries, benefits, bonuses, travel and related costs of the Company's product development personnel, including consulting fees and the costs of computer equipment used in product and technology development. Product development costs was \$836,000 for the six months ended June 30, 2002.

Selling and marketing expenses consisted primarily of salaries, including commissions, benefits, bonuses, travel, advertising, public relations, consultants and trade shows. Selling and marketing expenses were \$1,349,000 for the six months ended June 30, 2002.

..

General and administrative expenses include employee costs, including salary, benefits, travel and other related expenses associated with management, finance and accounting operations, and legal and other professional services provided to the Company. General and administrative expenses decreased by \$900,000, from \$1,490,000 for the six months ended June 30, 2002 to \$590,000 for the six months ended June 30, 2003. Expenses during the six months ended June 30, 2003 included expenses associated with the discontinuation of the Company's product line and associated headcount reduction and general downsizing associated with the termination of the Company's software product business.

The Company had an operating loss of \$418,000 for the six months ended June 30, 2003 compared with a operating loss of \$3,603,000 for the six months ended June 30, 2002. No provision for or benefit from federal, state or foreign income taxes was recorded for six months ended June 30, 2003 and 2002 because the Company incurred net operating losses and fully reserved its deferred tax assets as their future realization could not be determined.

On May 30, 2003, the Company completed the sale of its CyberwallPlus technology and related intellectual property (the "Assets") and assignment of its rights under the Falconstar Agreement for aggregate proceeds of \$415,000. The carrying value of these Assets was written down to zero in the third quarter of 2002. The \$415,000 is included as "Gain on Sale of Assets" in the condensed statements of operations for the six months ended June 30, 2003.

As a result of the foregoing, the Company had net income of \$4,000 for the six months ended June 30, 2003 compared to a net loss of \$3,558,000 for the six months ended June 30, 2002.

#### Liquidity and Capital Resources

At June 30, 2003, the Company had \$1,550,000 of cash and cash equivalents and working capital of \$1,103,000. Net cash used in operating activities was \$2,788,000 during the six months ended June 30, 2002 and net cash used in operating activities was \$894,000 during the six months ended June 30, 2003. Net cash used in operating activities for the six months ended June 30, 2003 was primarily attributable to a decrease in accounts payable, accrued expenses and other current liabilities of \$329,000 and the recognition of deferred revenue of \$206,000 which was partially offset by an increase in prepaid expenses of \$57,000 and depreciation and amortization expenses of \$22,000. Net cash used in investing activities during the six months ended June 30, 2002 was \$310,000.

The Company's operating activities during the six months ended June 30, 2003 were financed with the remaining funds raised in the 2001 financing of \$6,765,000 and the \$415,000 received from the Company's sale of its CyberwallPLUS software and related intellectual property. The Company does not currently have a line of credit from a commercial bank or other institution.

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NETWORK-1 SECURITY SOLUTIONS, INC.

The Company anticipates, based on currently proposed plans and assumptions, that its cash balance of approximately \$1,266,000 as of October 31, 2003 will be sufficient to satisfy the Company's limited operations and capital requirements until at least October 2004. There can be no assurance, however, that such funds will not be expended prior thereto. In the event the Company's plans change, or its assumptions change, or prove to be inaccurate (due to unanticipated expenses, difficulties, delays or otherwise), the Company may have insufficient funds to support its operations prior to October 2004. In the third and fourth quarters of 2002, the Company instituted certain measures to reduce its overhead including decreasing its headcount from 39 employees to its current level of two employees and one consultant and the closing of its China development office and its Taiwan sales office. In December 2002 the Company discontinued its product offering in order to preserve cash as the Company continues to seek a merger or other strategic transaction. In May 2003, the Company completed the sale of its CyberwallPlus technology and related intellectual property for an aggregate consideration of \$415,000. The Company is actively engaged in seeking merger candidates or other strategic transaction. There is, however, no assurance that the Company will consummate such a transaction, or that any such transaction will be successful. The inability of the Company to consummate a merger transaction or strategic transaction would have a material adverse effect on the Company. In addition, any such merger or other strategic transaction may involve substantial dilution to the interests of the Company's existing stockholders.

Item 3: Controls and Procedures.

Based on his evaluation, as of a date within 90 days of the filing of this Form 10-QSB, the Company's Interim Chief Executive Officer and Chief Financial Officer has concluded that the Company's controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) are effective.

PART II. OTHER INFORMATION

Item 1. LEGAL PROCEEDINGS.

In January 2003, Richard J. Kosinski, former Chief Executive Officer, President and a director, and Murray P. Fish, former Chief Financial Officer and a director, commenced lawsuits against the Company in the Commonwealth of Massachusetts, County of Essex, Superior Court, seeking severance and bonus compensation and other benefits allegedly due them of \$200,000 and \$190,000, respectively. Messrs. Kosinski and Fish also moved for an order of attachment, temporary restraining order and preliminary injunction to prevent the Company from transferring an aggregate of \$400,000 of its funds pending the outcome of the lawsuits. In February 2003, the Court denied plaintiffs' motions.

In June 2003, the Company entered into a settlement agreement with Mr. Kosinski pursuant to which the Company paid Mr. Kosinski the sum of \$127,000 in full settlement of all claims asserted by him in the litigation. In addition, as part of the settlement, Mr. Kosinski agreed to forfeit options to purchase 1,200,000 shares of the Company's Common Stock.

The Company intends to vigorously defend the lawsuit by Mr. Fish seeking \$190,000 in severance, bonus and other benefits allegedly due him and believes it has meritorious defenses to the claims asserted.

Item 2. CHANGES IN SECURITIES AND USE OF PROCEEDS.

None

Item 3. DEFAULTS UPON SENIOR SECURITIES.

None.

Item 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

None.

Item 5. OTHER INFORMATION.

None.

Item 6. EXHIBITS AND REPORTS ON FORM 8-K.

(a) Exhibits

31.1 Certification of Interim Chief Executive Officer and Chief Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.

32.1 Certification of Interim Chief Executive Officer and Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.

(b) Reports on Form 8-K.

On June 5, 2003, the Company reported under Item 2 of Form 8-K that it had completed the sale of its CyberwallPLUS distributed firewall technology and related intellectual property for \$415,000.

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NETWORK-1 SECURITY SOLUTIONS, INC.

SIGNATURES

In accordance with the requirements of the Exchange Act, the registrant caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

NETWORK-1 SECURITY SOLUTIONS, INC.

By: /s/ Edward James

-----  
Edward James, Interim Chief Executive Officer and Chief Financial Officer (Principal Executive, Financial and Accounting Officer)

Date: November 14, 2003



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CERTIFICATION OF CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002 (18 U.S.C.ss.1350)

I, Edward James, certify that:

1. I have reviewed this report on Form 10-QSB of Network-1 Security Solutions, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the small business issuer as of, and for, the periods presented in this report;
4. The small business issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) for the small business issuer and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the small business issuer, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Evaluated the effectiveness of the small business issuer's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (c) Disclosed in this report any change in the small business issuer's internal control over financial reporting that occurred during the small business issuer's most recent fiscal quarter (the small business issuer's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the small business issuer's internal control over financial reporting; and
5. The small business issuer's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the small business issuer's auditors and the audit committee of the small business issuer's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the small business issuer's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the small business issuer's internal control over financial reporting.

Date: November 14, 2003                      /s/Edward James

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Edward James  
Interim Chief Executive Officer  
Chief Financial Officer

Exhibit 32.1

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CERTIFICATION OF INTERIM CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C.ss.1350)

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (18 U.S.C.ss.1350), the undersigned, Edward James, Interim Chief Executive Officer and Chief Financial Officer of Network-1 Security Solutions, Inc., a Delaware corporation (the "Company"), does hereby certify, to his knowledge, that:

The Quarterly Report on Form 10-QSB for the six months ended June 30, 2003 of the Company (the "Report") fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934, and the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Edward James

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Edward James  
Interim Chief Executive Officer and  
Chief Financial Officer  
November 14, 2003