

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

FORM 10-QSB/A

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE SECURITIES  
EXCHANGE ACT OF 1934

FOR THE QUARTERLY PERIOD ENDED MARCH 31, 2005

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 INCORPORATION OR ORGANIZATION) (IRS EMPLOYER IDENTIFICATION NO.)

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

212-829-5770  
(Issuer's Telephone Number)

Check whether the issuer (1) filed all reports required to be filed by  
Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such  
shorter period that the registrant was required to file such reports), and (2)  
has been subject to such filing requirements for the past 90 days.  
Yes  No

The number of shares of Common Stock, \$.01 par value per share, outstanding  
as of May 10, 2005 was 17,697,572.

Transitional Small Business Disclosure Format (check one): Yes  No

EXPLANATORY NOTE

This Form 10-QSB/A of Network-1 Security Solutions, Inc. is being filed  
solely for the purpose of amending Item 3 of our Form 10-QSB for the quarterly  
period ended March 31, 2005 to provide additional disclosure regarding our  
"Controls and Procedures."

ITEM 3 CONTROLS AND PROCEDURES.

(a) Evaluation of Disclosure Controls and Procedures.

The Company's Chief Executive Officer and Chief Financial Officer have  
reviewed the disclosure controls and procedures of the Company as of the end of  
the period covered by this Quarterly Report on Form 10-QSB. Based upon this  
review, these officers concluded that, as of the end of the period covered by  
this Quarterly Report on Form 10-QSB, the Company's disclosure controls and  
procedures are effective to ensure that information required to be disclosed by

the Company in the reports it files or submits under Securities and Exchange Act of 1934 is recorded, processed, summarized and reported, within the time periods specified in applicable rules and forms.

(b) Changes in Internal Controls.

There was no change in the Company's internal controls over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal controls over financial reporting during the last fiscal quarter included in this report.

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/ Corey M. Horowitz

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Corey M. Horowitz  
Chairman and Chief Executive Officer

By: /s/ David C. Kahn

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David C. Kahn  
Chief Financial Officer

Date: August 17, 2005