

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 8-K/A

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the

Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): February 14, 2006

Network-1 Security Solutions, Inc.

(Exact name of registrant as specified in its charter)

Delaware	1-14896	11-3027591
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

445 Park Avenue, Suite 1028, New York, New York 10022

(Address of principal executive offices)

Registrant's telephone number, including area code: (212) 829-5700

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (SEE General Instruction A.2. below):

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

ITEM 4.01 CHANGES IN REGISTRANT'S CERTIFYING ACCOUNT

The purpose of this amendment is to amend the Company's Form 8-K filed on February 8, 2006 in order to file as an exhibit the letter of Eisner LLP, the Company's former independent account, in accordance with Item 304(a)(3) of Regulation S-B. The letter of Eisner LLP was received by the Company on February 14, 2006 and is included as Exhibit 16 hereof.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

Exhibit Number	Description
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16	Letter from Eisner LLP (former accountant) pursuant to Item 304(a)(3) of Regulation S-B.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

NETWORK-1 SECURITY SOLUTIONS, INC.

Dated: February 15, 2006 By: /s/ Corey M. Horowitz

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Name: Corey M. Horowitz  
Title: Chairman & Chief Executive  
Officer

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EXHIBIT 16

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February 8, 2006

Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Gentlemen:

We have read Item 4.01 of Network-1 Security Solutions, Inc.'s Form 8-K dated February 2, 2006, a copy of which the Registrant provided to us on February 8, 2006. We are in agreement with the statements regarding our firm in paragraph 1, sentence 1 and paragraph 2 of that item. We have no basis to agree or disagree with respect to any other information contained in Item 4.01. We did not conduct a review of the financial statements of Network-1 Security Solutions, Inc. for any period subsequent to September 30, 2005.

Very truly yours,

/s/ Eisner LLP

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Eisner LLP