

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

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**Form 8-K**

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): October 9, 2013

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**Network-1 Technologies, Inc.**

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(Exact name of registrant as specified in its charter)

**Delaware**

**001-15288**

**11-3027591**

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(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(IRS Employer  
Identification No.)

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**445 Park Avenue, Suite 1020, New York, New York 10022**

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(Address of principal executive offices)

Registrant's telephone number, including area code: **(212) 829-5770**

**NA**

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(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))
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**Item 5.02 Submission of Matters to a Vote of Security Holders.**

At the Company's Annual Meeting of Stockholders held on October 9, 2013 the stockholders of the Company entitled to vote at the meeting voted to (i) elect the five individuals named below to serve as directors of the Company to hold office until the Annual Meeting of Stockholders to be held in 2014 and until their successors have been duly elected and qualified, (ii) to approve an amendment to the Company's Certificate of Incorporation to change the Company's name to Network-1 Technologies, Inc., (iii) to approve the Company's 2013 Stock Incentive Plan, (iv) to approve, by non-binding advisory resolution, the Company's Say on Pay vote, (v) to approve, by non-binding advisory vote, the Company's Say When on Pay vote and (vi) to ratify the appointment of Radin, Glass & Co., LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013.

1) The votes cast by stockholders with respect to the election of directors were as follows:

	<u>For</u>	<u>Withheld Authority</u>	<u>Broker Non-Votes</u>
Corey M. Horowitz	13,906,147	2,957,814	5,962,450
David C. Kahn	13,901,090	2,962,871	5,962,450
Emanuel R. Pearlman	11,265,787	5,598,174	5,962,450
Niv Harizman	13,906,147	2,957,814	5,962,450
Allison Hoffman	13,906,147	2,957,814	5,962,450

2) The votes cast by stockholders with respect to the approval of the Amendment to the Certificate of Incorporation to change the Company's name to Network-1 Technologies, Inc. were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>
22,697,439	124,255	4,715

3) The votes cast by stockholders with respect to the approval of the Company's 2013 Stock Incentive Plan were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
13,249,364	3,475,107	139,490	5,962,450

4) The votes cast by stockholders with respect to the proposal to approve, by non-binding vote, the Company's named executive compensation as reported in the proxy statement for the Annual Meeting were as follows:

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
13,144,321	3,080,122	639,518	5,962,450

5) The votes cast by stockholders with respect to the proposal to approve, by non-binding advisory vote, the frequency of future advisory votes on the resolution approving named executive officer compensation were as follows:

<u>Every 1 Year</u>	<u>Every 2 Years</u>	<u>Every 3 Years</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
16,570,713	15,582	36,184	541,482	5,962,450

6) The votes cast by stockholders with respect to the proposal to ratify the appointment of Radin, Glass & Co, LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2013 were as follows:

<u>For</u> 22,767,522	<u>Against</u> 22,150	<u>Abstain</u> 36,739
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**Item 9.01 Submission of Matters to a Vote of Security Holders.**

(d) Exhibits

Exhibit No.    Description

3.1            Amendment to the Company's Certificate of Incorporation, as filed with the Delaware Secretary of State on October 9, 2013

**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 TECHNOLOGIES, INC.**

Dated: October 10, 2013

By: /s/ Corey M. Horowitz

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Name: Corey M. Horowitz

Title: Chairman and Chief Executive Officer

**CERTIFICATE OF AMENDMENT  
OF THE AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
NETWORK-1 SECURITY SOLUTIONS, INC.**

Adopted in accordance with the provisions of Section 242  
of the General Corporation Law of the State of Delaware

The undersigned, being a duly authorized officer of Network-1 Security Solutions, Inc.. (the "Corporation"), a corporation existing under the laws of the State of Delaware, does hereby certify as follows:

1. The name of the Corporation is Network-1 Security Solutions, Inc.
2. The Amended and Restated Certificate of Incorporation of the Corporation is hereby amended by amending Article First thereof so that, as amended, said Article shall read in its entirety as follows:

**ARTICLE FIRST**

The name of the Corporation is Network-1 Technologies, Inc.

3. That such amendment has been duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

NETWORK-1 SECURITY SOLUTIONS, INC.

By: /s/ Corey M. Horowitz  
Corey M. Horowitz  
Chairman and Chief Executive Officer

Dated: October 9, 2013