# FORM 4

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

OMB APPROVAL
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

#### STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

	d Address of		*	2 Januar N		and Titals	T	'madima Cr	unale o l		5 Relation	nshin of Rer	orting Person	n(s) to Issue	
1. Name and Address of Reporting Person* Hoffman Allison C				2. Issuer Name and Ticker or Trading Symbol NETWORK 1 TECHNOLOGIES INC [NTIP- NYSE]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)  _X_ Director 10% Owner Officer (give title below) Other (specify below)					
(Last) (First) (Middle) 15 WEST 81ST STREET, APT. 1E				3. Date of Earliest Transaction (Month/Day/Year) 02/19/2020											
(Street)				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line)  X_Form filed by One Reporting Person Form filed by More than One Reporting Person						
NEW YORK, NY 10024 (City) (State) (Zip)				Table I - Non-Derivative Securities Acqu					ired, Disposed of, or Beneficially Owned						
(Instr. 3)			2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if	3. Transaction Code (Instr. 8)		n 4. Sec (A) or			5. Amour Beneficia	of Securities ly Owned Following Fransaction(s)		6. Ownership Form:	7. Nature of Indirect Beneficial Ownership	
			(World Bay Tear)		Cod	e V	7 Amou	(A) or (D)	Price	(mod. 3 and 1)			` /	(Instr. 4)	
Common Stock, \$.01 par value per share		02/19/2020			A		15,00 (1)	00 A	\$ 0	87,061			D		
				Derivative Se		-	cor the iired, l	ntained i form di Disposed	in this for splays a of, or Ben	rm are curre	e not requently valid	OMB con	formation spond unle trol numbe	ss	1474 (9-02)
1 7711 6	I <sub>a</sub>	1	,	e.g., puts, cal								lo D :	0.37 1	6 10	11.37.
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security		Execution Day Year) any	Year) 4. Transaction Code of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		and (M)	and Expiration Date (Month/Day/Year) And United Season Season Control of the Andrews Andrews (Month/Day/Year) Andrews (Month/Day/Year)		Am Und Sec (Ins	Title and ount of derlying urities str. 3 and		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownersl Form of Derivati Security Direct (I or Indire	Beneficia Ownersh : (Instr. 4)	
				Code	V	(A) (I		te ercisable	Expiration Date	n Titl	Amount or e Number of Shares				

### **Reporting Owners**

	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Hoffman Allison C 15 WEST 81ST STREET, APT. 1E NEW YORK, NY 10024	X					

# **Signatures**

/s/ Allison Hoffman	02/21/2020
**Signature of Reporting Person	Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents common stock underlying 15,000 restricted stock units, each representing a contingent right to receive one share of common stock. The 15,000 restricted stock (1) units vest over a one year period in four equal quarterly installments of 3,750 shares of common stock on March 15, 2020, June 15, 2020, September 15, 2020 and December 15, 2020, subject to Ms. Hoffman continuing to serve on the Board of Directors. The shares are deliverable to the reporting person upon each vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.