## FORM 4

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

OMB APPROVAL
OMB Number: 3235-0287
Estimated average burden
hours per response... 0.5

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

(Print or Ty	pe Response	s)		1												
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 Officer (give title below) Other (specify below)						
(Last) (First) (Middle) 15 WEST 81ST STREET, APT. 1E				3. Date of Earliest Transaction (Month/Day/Year) 06/01/2022												
(Street) NEW YORK, NY 10024				4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting PersonForm filed by More than One Reporting Person						
(City		(State)	(Zip)	Table I - Non-Derivative Securities Acq					Acqu	uired, Disposed of, or Beneficially Owned						
1.Title of Security (Instr. 3)		2. Transaction Date (Month/Day/Year)	any	xecution Date, if		(Instr. 8)		(A) or Disposed o (D) (Instr. 3, 4 and 5)		of	Beneficial	nt of Securities illy Owned Following Transaction(s) and 4)		Ownership Form: Direct (D)	Beneficial Ownership	
						(	Code	V	Amou	(A) or nt (D)	Price				or Indirect (I) (Instr. 4)	(Instr. 4)
Commor per share		01 par value	06/01/2022				D		41,50 (1)		\$ 2.42	64,311			D	
	- Copon on a			Derivative S	ecuri	ties Ac	cquire	Perso conta the fo	ons whained in orm dis	no respon n this for splays a of, or Ben	m are curre eficial	e not requently valid	OMB con	ormation spond unle trol numbe	ss	1474 (9-02)
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	*****	3A. Deemed Execution Date	Code	action	5. Num of	ber vative rities ired or osed b) c. 3,	6. Dat and E	te Exer	cisable on Date	7. T Am Und Sect (Ins 4)	Amount or e Number		9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 4)	Owners Form of Derivati Security Direct (1 or Indire	Benefici Ownersh (Instr. 4)

# **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	06/03/2022
**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)
- (1) Represents sale of shares to the Issuer pursuant to 16b-3(e).

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.