

HOROWITZ COREY M
Form 4
July 17, 2018

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOROWITZ COREY M

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)

(Last) (First) (Middle)
6 BROOKLAWN DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
07/14/2018

Director 10% Owner
 Officer (give title below) Other (specify below)
CEO and Chairman

WESTPORT, CT 06880

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock, \$.01 par value per share	07/14/2018		A		375,000 ⁽¹⁾	A	\$ 0 4,749,385
Common Stock, \$.01 par value per share	07/14/2018		F		172,313	D	\$ 2.87 4,577,072 ⁽²⁾
Common Stock,							2,165,472 ⁽⁴⁾
						I	By CMH Capital

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\$.01 par value per share							Management Corp.
Common Stock, \$.01 par value per share					67,471 ⁽⁴⁾	I	By spouse
Common Stock, \$.01 par value per share					383,250 ⁽⁴⁾	I	By trust / custodian
Common Stock, \$.01 par value per share					2,291 ⁽⁴⁾	I	By Horowitz Partners
Common Stock, \$.01 par value per share					125,900 ⁽⁴⁾	I	By CMH Capital Management Corp. Profit Sharing Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	<u>(3)</u>	07/14/2018		M	375,000	<u>(3)</u> <u>(3)</u>	Common Stock 375,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOROWITZ COREY M 6 BROOKLAWN DRIVE WESTPORT, CT 06880	X	X	CEO and Chairman	

Signatures

/s/ Corey M.
Horowitz

07/17/2018

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) Each restricted stock unit represents a contingent right to receive one share of common stock.
- (2) 172,313 shares of common stock were delivered by Mr. Horowitz to satisfy withholding taxes resulting in net shares issued to Mr. Horowitz of 202,687.
- (3) 375,000 restricted stock units vested on July 14, 2018 in accordance with Mr. Horowitz's employment agreement, dated July 14, 2016, with the Issuer.
Includes shares of common stock owned indirectly by Mr. Horowitz, and directly as follows: (i) 2,165,472 shares owned by CMH Capital Management Corp., an entity solely owned by Mr. Horowitz; (ii) 67,471 shares owned by Donna Slavitt, the wife of Mr. Horowitz, (iii) an aggregate of 383,250 shares held by two trusts and a custodian account for the benefit of Mr. Horowitz's three children; (iv) 2,291 shares of common stock held by Horowitz Partners, a general partnership of which Mr. Horowitz is a partner; and (v) 125,900 shares of common stock owned by CMH Capital Management Corp. Profit Sharing Plan, an entity of which Mr. Horowitz, as trustee, has sole voting and investment power with respect to the shares.

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.