

NETWORK 1 TECHNOLOGIES INC
Form SC 13D/A
November 01, 2013
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 10)(1)

NETWORK-1 TECHNOLOGIES, INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

64121N109

(CUSIP Number)

Woodland Partners
68 Wheatley Road
Brookville, NY 11545
Telephone: (516) 626-3070

With a copy to:

Michael R. Reiner, Esq.
Breslow & Walker, LLP
767 Third Avenue
New York, New York 10017
Telephone: (212) 832-1930

(Name, Address and Telephone Number of Person Authorized
to Receive Notices and Communications)

October 22, 2013

Date of Event Which Requires Filing of this Statement

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following page(s))

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 64121N109 **13D**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Barry Rubenstein

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

²(a) £

(b) £

³SEC USE ONLY

SOURCE OF FUNDS* (SEE INSTRUCTIONS)

⁴PF, OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

⁵PURSUANT TO ITEMS 2(d) OR 2(e)

£

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

Number of

Shares ⁷ SOLE VOTING POWER

Beneficially 160,011 shares

Owned By

Each ⁸ SHARED VOTING POWER

1,374,572 shares

Reporting

Person ⁹ SOLE DISPOSITIVE POWER

With 160,011 shares

10

SHARED DISPOSITIVE POWER

1,374,572 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,534,583 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
12 INSTRUCTIONS)

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
5.9%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

CUSIP No. 64121N109 **13D**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Irwin Lieber

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

²(a) £

(b) £

³SEC USE ONLY

SOURCE OF FUNDS* (SEE INSTRUCTIONS)

⁴PF, OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

⁵PURSUANT TO ITEMS 2(d) OR 2(e)

£

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

Number of

Shares ⁷ SOLE VOTING POWER

Beneficially 481,600 shares

Owned By

Each ⁸ SHARED VOTING POWER

0 shares

Reporting

Person ⁹ SOLE DISPOSITIVE POWER

With 481,600 shares

10

SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
481,600 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
12 INSTRUCTIONS)

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

CUSIP No. 64121N109 **13D**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Seth Lieber

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

²(a) £

(b) £

³SEC USE ONLY

SOURCE OF FUNDS* (SEE INSTRUCTIONS)

⁴PF, OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

⁵PURSUANT TO ITEMS 2(d) OR 2(e)

£

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

Number of

Shares ⁷ SOLE VOTING POWER

Beneficially 34,136 shares

Owned By

Each ⁸ SHARED VOTING POWER

0 shares

Reporting

Person ⁹ SOLE DISPOSITIVE POWER

With 34,136 shares

10

SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

34,136 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
12 INSTRUCTIONS)

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

0.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

CUSIP No. 64121N109 **13D**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Jonathan Lieber

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

²(a) £

(b) £

³SEC USE ONLY

SOURCE OF FUNDS* (SEE INSTRUCTIONS)

⁴PF, OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

⁵PURSUANT TO ITEMS 2(d) OR 2(e)

£

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

Number of

Shares ⁷ SOLE VOTING POWER

Beneficially 32,584 shares

Owned By

Each ⁸ SHARED VOTING POWER

0 shares

Reporting

Person ⁹ SOLE DISPOSITIVE POWER

With 32,584 shares

10

SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
32,584 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
12 INSTRUCTIONS)

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

CUSIP No. 64121N109 **13D**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Woodland Venture Fund

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

²(a) £

(b) £

³SEC USE ONLY

SOURCE OF FUNDS* (SEE INSTRUCTIONS)

⁴WC, OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

⁵PURSUANT TO ITEMS 2(d) OR 2(e)

£

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

Number of

Shares ⁷ SOLE VOTING POWER

Beneficially 584,224 shares

Owned By

Each ⁸ SHARED VOTING POWER

0 shares

Reporting

Person ⁹ SOLE DISPOSITIVE POWER

With 584,224 shares

10

SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
584,224 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
12 INSTRUCTIONS)

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.2%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

CUSIP No. 64121N109 **13D**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Seneca Ventures

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

²(a) £

(b) £

³SEC USE ONLY

SOURCE OF FUNDS* (SEE INSTRUCTIONS)

⁴WC, OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

⁵PURSUANT TO ITEMS 2(d) OR 2(e)

£

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

Number of

Shares ⁷ SOLE VOTING POWER

Beneficially 479,983 shares

Owned By

Each ⁸ SHARED VOTING POWER

0 shares

Reporting

Person ⁹ SOLE DISPOSITIVE POWER

With 479,983 shares

10

SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

479,983 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
12 INSTRUCTIONS)

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

1.8%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

CUSIP No. 64121N109 **13D**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Marilyn Rubenstein

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

²(a) £

(b) £

³SEC USE ONLY

SOURCE OF FUNDS* (SEE INSTRUCTIONS)

⁴PF, OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

⁵PURSUANT TO ITEMS 2(d) OR 2(e)

£

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States

Number of

Shares ⁷ SOLE VOTING POWER

Beneficially 1,049 shares

Owned By

Each ⁸ SHARED VOTING POWER

1,373,523 shares

Reporting

Person ⁹ SOLE DISPOSITIVE POWER

With 1,049 shares

10

SHARED DISPOSITIVE POWER

1,373,523 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,374,572 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
12 INSTRUCTIONS)

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

5.3%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

IN

CUSIP No. 64121N109 **13D**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Woodland Services Corp.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

²(a) £

(b) £

³SEC USE ONLY

SOURCE OF FUNDS* (SEE INSTRUCTIONS)

⁴OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

⁵PURSUANT TO ITEMS 2(d) OR 2(e)

£

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

Number of

Shares ⁷ SOLE VOTING POWER

Beneficially 0 shares

Owned By

Each ⁸ SHARED VOTING POWER

1,064,207 shares

Reporting

Person ⁹ SOLE DISPOSITIVE POWER

With 0 shares

10

SHARED DISPOSITIVE POWER

1,064,207 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,064,207 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
12 INSTRUCTIONS)

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

4.1%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

CO

CUSIP No. 64121N109 **13D**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Woodland Partners

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

²(a) £

(b) £

³SEC USE ONLY

SOURCE OF FUNDS* (SEE INSTRUCTIONS)

⁴WC, OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

⁵PURSUANT TO ITEMS 2(d) OR 2(e)

£

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

Number of

Shares ⁷ SOLE VOTING POWER

Beneficially 309,316 shares

Owned By

Each ⁸ SHARED VOTING POWER

0 shares

Reporting

Person ⁹ SOLE DISPOSITIVE POWER

With 309,316 shares

10

SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
309,316 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
12 INSTRUCTIONS)

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.2%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

CUSIP No. 64121N109 **13D**

NAMES OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Brookwood Partners, L.P.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

²(a) £

(b) £

³SEC USE ONLY

SOURCE OF FUNDS* (SEE INSTRUCTIONS)

⁴WC, OO

CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED

⁵PURSUANT TO ITEMS 2(d) OR 2(e)

£

CITIZENSHIP OR PLACE OF ORGANIZATION

6

New York

Number of

Shares ⁷ SOLE VOTING POWER

Beneficially 0 shares

Owned By

Each ⁸ SHARED VOTING POWER

0 shares

Reporting

Person ⁹ SOLE DISPOSITIVE POWER

With 0 shares

10

SHARED DISPOSITIVE POWER

0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

0 shares

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE
12 INSTRUCTIONS)

£

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0%

TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

14

PN

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This statement, dated October 22, 2013, constitutes Amendment No. 10 to the Schedule 13D, dated November 12, 1998, regarding the reporting persons' ownership of certain securities of Network-1 Technologies, Inc. (formerly, Network-1 Security Solutions, Inc.) All capitalized terms used herein and otherwise undefined shall have the meanings ascribed in the Schedule.

Item 1. Security and Issuer.

Item 1 is hereby amended to add the following:

Network-1 Technologies, Inc.
(formerly, Network-1 Security Solutions, Inc.)
(n)445 Park Avenue, Suite 1020
New York, NY 10022
(212) 829-5770

Item 5. Interests in Securities of the Issuer.

Item 5 is hereby amended and restated as follows:

(a) The following list sets forth the aggregate number and percentage (based on 26,047,683 shares of Common Stock outstanding as reported in the Issuer's Form 10-Q/A for the quarter ended June 30, 2013), of outstanding shares of Common Stock owned beneficially by each reporting person named in Item 2, as of October 22, 2013:

| Name | Shares of Common Stock Beneficially Owned(2) | Percentage of Shares of Common Stock Beneficially Owned |
|-----------------------|--|---|
| Barry Rubenstein | 1,534,583(3), (4), (5), (6), (7), (8) | 5.9% |
| Irwin Lieber | 481,600(9) | 1.8% |
| Seth Lieber | 34,136(10) | 0.1% |
| Jonathan Lieber | 32,584(11) | 0.1% |
| Woodland Venture Fund | 584,224(5) | 2.2% |
| Seneca Ventures | 479,983(6) | 1.8% |

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| | | |
|--------------------------|----------------------------------|------|
| Marilyn Rubenstein | 1,374,572(3), (5), (6), (7), (8) | 5.3% |
| Woodland Services Corp. | 1,064,207(3), (5), (6) | 4.1% |
| Woodland Partners | 309,316(7) | 1.2% |
| Brookwood Partners, L.P. | 0 | 0% |

(2) Includes shares of Common Stock issuable upon the exercise of the August 2009 Option.
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- (3) The reporting person disclaims beneficial ownership of these securities, except to the extent of his/her/its equity interest therein.
- (4) Includes 150,011 shares of Common Stock owned individually by Barry Rubenstein and 10,000 shares of Common Stock issuable upon the exercise of the August 2009 Option.
 - (5) Includes 584,224 shares of Common Stock owned by Woodland Venture.
 - (6) Includes 479,983 shares of Common Stock owned by Seneca.
 - (7) Includes 309,316 shares of Common Stock owned by Woodland Partners.
 - (8) Includes 1,049 shares of Common Stock owned by Marilyn Rubenstein.
- (9) Includes 481,600 shares of Common Stock owned individually by Irwin Lieber and 10,000 shares of Common Stock issuable upon the exercise of the August 2009 Option.
 - (10) Includes 34,136 shares of Common Stock owned individually by Seth Lieber.
 - (11) Includes 32,584 shares of Common Stock owned individually by Jonathan Lieber.

(b) Barry Rubenstein, by virtue of being a general partner of Woodland Venture, Seneca and Woodland Partners, and the husband of Marilyn Rubenstein, may be deemed to have shared power to vote and to dispose of 1,374,572 shares of Common Stock, representing approximately 5.3% of the outstanding Common Stock. Barry Rubenstein has sole power to vote and to dispose of 160,011 shares of Common Stock (including shares issuable upon the exercise of the August 2009 Option), representing approximately 0.6% of the outstanding Common Stock.

Irwin Lieber has sole power to vote and to dispose of 481,600 shares of Common Stock (including shares issuable upon the exercise of the August 2009 Option), representing approximately 1.8% of the outstanding Common Stock.

Seth Lieber has sole power to vote and to dispose of 34,136 shares of Common Stock, representing approximately 0.1% of the outstanding Common Stock.

Jonathan Lieber has sole power to vote and to dispose of 32,584 shares of Common Stock, representing approximately 0.1% of the outstanding Common Stock.

Woodland Venture has sole power to vote and to dispose of 584,224 shares of Common Stock, representing approximately 2.2% of the outstanding Common Stock.

Seneca has sole power to vote and to dispose of 479,983 shares of Common Stock, representing approximately 1.8% of the outstanding Common Stock.

Marilyn Rubenstein has sole power to vote and to dispose of 1,049 shares of Common Stock, representing approximately 0.004% of the outstanding Common Stock, and by virtue of being an officer of Services and a general partner of Woodland Partners, may be deemed to have shared power to vote and to dispose of 1,373,523 shares of Common Stock, representing approximately 5.3% of the outstanding Common Stock.

Services by virtue of being a general partner of Woodland Venture and Seneca, may be deemed to have shared power to vote and to dispose of 1,064,207 shares of Common Stock, representing approximately 4.1% of the outstanding Common Stock.

Woodland Partners has sole power to vote and to dispose of 309,316 shares of Common Stock, representing approximately 1.2% of the outstanding Common Stock.

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(c) The following table sets forth the transactions in the securities of the Issuer by the Reporting Persons identified in Item 2 of this Schedule 13D which were effected since the filing of Amendment No. 9 to the Schedule 13D:

| <u>Name of Shareholder</u> | <u>Sale Date</u> | <u>Sales Price Per Share</u> | <u>Number of Shares of Common Stock Sold</u> |
|----------------------------|------------------|------------------------------|--|
| | 10/18/13 | \$1.7133 | 78,200 |
| Brookwood Partners | 10/21/13 | \$1.7004 | 1,350 |
| | 10/22/13 | \$1.7050 | 115,260 |
| Woodland Venture Fund | 10/22/13 | \$1.7050 | 85,000 |

The sales of the shares of Common Stock of the Issuer described above were sold pursuant to open market sales.

(d) No other person has the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of such securities.

(e) On October 22, 2013, Brookwood Partners, L.P. ceased to be the beneficial owner of more than five percent (5%) of the Common Stock.

SIGNATURE

After reasonable inquiry and to the best of his/her/its knowledge and belief, each of the undersigned hereby certifies that the information set forth in this Schedule is true, complete and correct.

Dated: October 31, 2013

SENECA VENTURES

By: /s/ Barry Rubenstein
Barry Rubenstein, a General Partner

WOODLAND VENTURE FUND

By: /s/ Barry Rubenstein
Barry Rubenstein, a General Partner

WOODLAND SERVICES CORP.

By: /s/ Barry Rubenstein
Barry Rubenstein, President

/s/ Barry Rubenstein
Barry Rubenstein

/s/ Irwin Lieber
Irwin Lieber

/s/ Marilyn Rubenstein
Marilyn Rubenstein

/s/ Seth Lieber
Seth Lieber

/s/ Jonathan Lieber
Jonathan Lieber

WOODLAND PARTNERS

By: /s/ Barry Rubenstein
Barry Rubenstein, a General Partner

BROOKWOOD PARTNERS, L.P.

By: /s/ Barry Rubenstein
Barry Rubenstein, a General Partner

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)
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