

NETWORK 1 TECHNOLOGIES INC  
Form SC 13D/A  
January 31, 2014

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**SCHEDULE 13D**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 2)\***

**NETWORK-1 TECHNOLOGIES, INC.**

(Name of Issuer)

**Common Stock, \$0.01 par value per share**

(Title of Class of Securities)

**64121N109**

(CUSIP Number)

**Looking Glass LLC**

**60 Arch Street, 2<sup>nd</sup> Floor**

**Greenwich, CT 06830**

**Attention: James B. Healy**

**Telephone: (203) 302-1700**

(Name, Address and Telephone Number of Person

Authorized to Receive Notices and Communications)

**January 31, 2014**

(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.

\* 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 disclosures provided in a prior cover page.

The information required on 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 Number: 64121N109**

NAMES OF REPORTING PERSONS.

1

**Looking Glass LLC**

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

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

**OO**

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

**Texas**

NUMBER OF SOLE VOTING POWER

7

SHARES

**None**

SHARED VOTING POWER

BENEFICIALLY 8

**1,750,000 shares of Common Stock (1)**

OWNED BY

SOLE DISPOSITIVE POWER

9

EACH

**None**

REPORTING

SHARED DISPOSITIVE POWER

PERSON

10

**1,750,000 shares of Common Stock (1)**

WITH

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,750,000 shares of Common Stock (1)**  
CHECK IF THE AGGREGATE AMOUNT IN  
ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

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

13

**6.34% of Common Stock**  
TYPE OF REPORTING PERSON

14

**CO**

(1) Includes 1,750,000 shares of common stock that the Reporting Persons have the right to acquire upon the exercise of the Warrants. See Item 3.

CUSIP Number: 64121N109

NAMES OF REPORTING PERSONS.

1

**Plainfield Special Situations Master Fund Limited**

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

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

**OO**

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

**Cayman Islands**

NUMBER OF SOLE VOTING POWER

7

SHARES

**None**

SHARED VOTING POWER

BENEFICIALLY 8

**1,750,000 shares of Common Stock (1)**

OWNED BY

SOLE DISPOSITIVE POWER

9

EACH

**None**

REPORTING

SHARED DISPOSITIVE POWER

PERSON

10

**1,750,000 shares of Common Stock (1)**

WITH

11

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

**1,750,000 shares of Common Stock**

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

12

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

13

**6.34% of Common Stock**  
TYPE OF REPORTING PERSON

14

**CO**

(1) Includes 1,750,000 shares of common stock that the Reporting Persons have the right to acquire upon the exercise of the Warrants. See Item 3.

**CUSIP Number: 64121N109**

NAMES OF REPORTING PERSONS.

1

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

2

(a)   
  
(b)   
SEC USE ONLY

3

SOURCE OF FUNDS (SEE INSTRUCTIONS)

4

**OO**  
CHECK IF DISCLOSURE OF LEGAL  
PROCEEDINGS IS REQUIRED PURSUANT  
TO ITEMS 2(d) OR 2(e)

5

CITIZENSHIP OR PLACE OF  
ORGANIZATION

6

**United States**

NUMBER OF SOLE VOTING POWER  
7

SHARES **None**  
SHARED VOTING POWER

BENEFICIALLY 8  
**1,750,000 shares of Common Stock (1)**

OWNED BY SOLE DISPOSITIVE POWER  
9

EACH **None**

REPORTING SHARED DISPOSITIVE POWER

PERSON 10  
**1,750,000 shares of Common Stock (1)**

WITH  
11 AGGREGATE AMOUNT BENEFICIALLY  
OWNED BY EACH REPORTING PERSON

**1,750,000 shares of Common Stock (1)**  
CHECK IF THE AGGREGATE AMOUNT IN  
ROW (11) EXCLUDES CERTAIN SHARES  
(SEE INSTRUCTIONS)

12

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

13

**6.34% of Common Stock**  
TYPE OF REPORTING PERSON

14

**IN**

(1) Includes 1,750,000 shares of common stock that the Reporting Persons have the right to acquire upon the exercise of the Warrants. See Item 3.



This Amendment No. 2 (this "Amendment") to Schedule 13D is filed by Looking Glass LLC, a Texas limited liability company ("Looking Glass"), Plainfield Special Situations Master Fund Limited, an exempted company incorporated in the Cayman Islands with limited liability ("Master Fund"), and Max Holmes, an individual (together with Looking Glass and Master Fund, the "Reporting Persons") to amend the Schedule 13D, filed on May 31, 2013, as amended by Amendment No. 1 filed on August 1, 2013 (as amended, the "Schedule 13D"), relating to the shares of Common Stock of Network-1 Technologies, Inc., a Delaware corporation (the "Issuer"), which has its principal office at 445 Park Avenue, Suite 1020, New York, NY 10022.

Except as expressly provided herein, this Amendment does not modify any of the information previously reported in the Schedule 13D. Defined terms used in this Amendment but not otherwise defined herein shall have the meanings ascribed to them in the Schedule 13D.

#### **Item 4. Purpose of Transaction**

Item 4 is hereby amended by adding the following paragraph as a new paragraph after the second paragraph of Item 4:

The Reporting Persons are considering a disposition of the Warrants in one or more private sales to qualified investors under an appropriate exemption from securities laws.

**Signature**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

In accordance with Rule 13d-4 of the Securities Exchange Act of 1934, each of the persons filing this statement (other than Looking Glass) expressly disclaim beneficial ownership of the securities covered by this statement and the filing of this report shall not be construed as an admissions by such persons that they are the beneficial owners of such securities.

Dated: January 31, 2013

LOOKING GLASS  
LLC

By: /s/ Max Holmes  
Max Holmes  
President

PLAINFIELD  
SPECIAL  
SITUATIONS  
MASTER FUND  
LIMITED

By: /s/ Max Holmes  
Max Holmes  
Authorized  
Individual

MAX HOLMES

By: /s/ Max Holmes  
Max Holmes