

WHEATLEY PARTNERS II LP
Form SC 13D/A
January 03, 2005

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(AMENDMENT NO. 6) (1)

NETWORK-1 SECURITY SOLUTIONS, INC.

(Name of Issuer)

Common Stock, \$0.01 Par Value Per Share

(Title of Class of Securities)

64121N109

(CUSIP Number)

Wheatley Partners II, L.P.
80 Cuttermill Road
Great Neck, NY 11021
Telephone: (516) 773-1024

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)

December 17, 2004

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 ss.ss.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 ss.13d-7(b) 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.

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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).

Page 1 of 23

CUSIP No. 64121N109

13D

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

Wheatley Partners II, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC, OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

	7	SOLE VOTING POWER 1,430,507 shares
Number of Shares Beneficially Owned By Each Reporting Person With	8	SHARED VOTING POWER 0 shares
	9	SOLE DISPOSITIVE POWER 1,430,507 shares

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10 SHARED DISPOSITIVE POWER
0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,430,507 shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
9.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

Page 2 of 23

CUSIP No. 64121N109 13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Irwin Lieber

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
PF, OO

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

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

Number of Shares Beneficially Owned By Each Reporting Person With	7	SOLE VOTING POWER 606,647 shares
	8	SHARED VOTING POWER 1,666,355 shares
	9	SOLE DISPOSITIVE POWER 606,647 shares
	10	SHARED DISPOSITIVE POWER 1,666,355 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,273,002 shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
15.1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
IN

Page 3 of 23

CUSIP No. 64121N109 13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Barry Rubenstein

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF, 00

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

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

7 SOLE VOTING POWER
247,176 shares

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8 SHARED VOTING POWER
3,720,739 shares

9 SOLE DISPOSITIVE POWER
247,176 shares

10 SHARED DISPOSITIVE POWER
3,720,739 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
3,967,915 shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
26.3%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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Page 4 of 23

CUSIP No. 64121N109

13D

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

Barry Fingerhut

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF, OO

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

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

7 SOLE VOTING POWER
517,243 shares

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8 SHARED VOTING POWER
1,666,355 shares

9 SOLE DISPOSITIVE POWER
517,243 shares

10 SHARED DISPOSITIVE POWER
1,666,355 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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2,183,598 shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 14.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN

Page 5 of 23

CUSIP No. 64121N109 13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Seth Lieber

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
PF, OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

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	7	SOLE VOTING POWER 34,136 shares
Number of Shares Beneficially Owned By Each Reporting Person With	8	SHARED VOTING POWER 1,773,164 shares
	9	SOLE DISPOSITIVE POWER 34,136 shares
	10	SHARED DISPOSITIVE POWER 1,773,164 shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,807,300 shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 12.0%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) IN	

Page 6 of 23

CUSIP No. 64121N109 13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Jonathan Lieber

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS*

PF, 00

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

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

7 SOLE VOTING POWER
32,584 shares

8 SHARED VOTING POWER
1,773,164 shares

9 SOLE DISPOSITIVE POWER
32,584 shares

10 SHARED DISPOSITIVE POWER
1,773,164 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,805,748 shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
12.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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CUSIP No. 64121N109

13D

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

Woodland Venture Fund

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC, OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Number of Shares Beneficially Owned By Each Reporting Person With	7	SOLE VOTING POWER 829,226 shares
	8	SHARED VOTING POWER 0 shares
	9	SOLE DISPOSITIVE POWER 829,226 shares
	10	SHARED DISPOSITIVE POWER 0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
829,226 shares

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

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Shares Beneficially Owned By Each Reporting Person With	8	SHARED VOTING POWER 0 shares
	9	SOLE DISPOSITIVE POWER 619,983 shares
	10	SHARED DISPOSITIVE POWER 0 shares
11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 619,983 shares	
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.1%	
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS) PN	

Page 9 of 23

CUSIP No. 64121N109 13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Marilyn Rubenstein

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

3 SEC USE ONLY

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4 SOURCE OF FUNDS*

PF, 00

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

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

7 SOLE VOTING POWER
1,049 shares

Number of
Shares
Beneficially
Owned By
Each
Reporting
Person
With

8 SHARED VOTING POWER
2,053,335 shares

9 SOLE DISPOSITIVE POWER
1,049 shares

10 SHARED DISPOSITIVE POWER
2,053,335 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
2,054,384 shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
13.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

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1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Woodland Services Corp.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Number of Shares Beneficially Owned By Each Reporting Person With	7	SOLE VOTING POWER 0 shares
	8	SHARED VOTING POWER 1,449,209 shares
	9	SOLE DISPOSITIVE POWER 0 shares
	10	SHARED DISPOSITIVE POWER 1,449,209 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
1,449,209 shares

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

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

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

Page 11 of 23

CUSIP No. 64121N109

13D

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

Woodland Partners

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC, OO

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

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

7 SOLE VOTING POWER
309,316 shares

Number of
Shares
Beneficially
Owned By
Each
Reporting

8 SHARED VOTING POWER
0 shares

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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

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
2.1%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

Page 12 of 23

CUSIP No. 64121N109 13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Brookwood Partners, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC, OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Number of Shares Beneficially Owned By Each Reporting Person With	7	SOLE VOTING POWER 294,810 shares
	8	SHARED VOTING POWER 0 shares
	9	SOLE DISPOSITIVE POWER 294,810 shares
	10	SHARED DISPOSITIVE POWER 0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
294,810 shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.0%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

Page 13 of 23

CUSIP No. 64121N109 13D

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

Applegreen Partners

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC, OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Number of Shares Beneficially Owned By Each Reporting Person With	7	SOLE VOTING POWER 106,809 shares
	8	SHARED VOTING POWER 0 shares
	9	SOLE DISPOSITIVE POWER 106,809 shares
	10	SHARED DISPOSITIVE POWER 0 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
106,809 shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
0.7%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CUSIP No. 64121N109

13D

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

Wheatley Partners, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*

WC, OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Number of Shares Beneficially Owned By Each Reporting Person With	7	SOLE VOTING POWER 216,980 shares
	8	SHARED VOTING POWER 18,868 shares
	9	SOLE DISPOSITIVE POWER 216,980 shares
	10	SHARED DISPOSITIVE POWER

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18,868 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
235,848 shares

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

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
1.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
PN

Page 15 of 23

CUSIP No. 64121N109 13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Wheatley Foreign Partners, L.P.

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

3 SEC USE ONLY

4 SOURCE OF FUNDS*
WC, OO

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

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6 CITIZENSHIP OR PLACE OF ORGANIZATION

	7	SOLE VOTING POWER 18,868 shares
Number of Shares Beneficially Owned By Each Reporting Person With	8	SHARED VOTING POWER 216,980 shares
	9	SOLE DISPOSITIVE POWER 18,868 shares
	10	SHARED DISPOSITIVE POWER 216,980 shares
	11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 235,848 shares
12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)	1.5%
14	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
		PN

Page 16 of 23

CUSIP No. 64121N109 13D

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
Wheatley Partners, LLC

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

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3 SEC USE ONLY

4 SOURCE OF FUNDS*

00

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

[]

6 CITIZENSHIP OR PLACE OF ORGANIZATION

Number of Shares Beneficially Owned By Each Reporting Person With	7	SOLE VOTING POWER 0 shares
	8	SHARED VOTING POWER 235,848 shares
	9	SOLE DISPOSITIVE POWER 0 shares
	10	SHARED DISPOSITIVE POWER 235,848 shares

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
235,848 shares

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

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

1.5%

14 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

00

This statement, dated December 17, 2004, constitutes Amendment No. 6 to the Schedule 13D, dated November 12, 1998, regarding the reporting persons' ownership of certain securities of Network-1 Security Solutions, Inc. All capitalized terms used herein and otherwise undefined shall have the meanings ascribed in the Schedule.

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 15,012,576 shares of Common Stock outstanding as reported in the Issuer's Form 10-QSB for the quarter ended September 30, 2004), of outstanding shares of Common Stock owned beneficially by each reporting person named in Item 2, as of December 17, 2004:

Name -----	Shares of Common Stock Beneficially Owned(2) -----
Wheatley Partners II, L.P.	1,430,507(3)
Barry Rubenstein	3,967,915(3)(4)(5)(6)(7)(8)(9)(10)(11)(12)
Irwin Lieber	2,273,002(3)(4)(11)(12)(13)
Barry Fingerhut	2,183,598(3)(4)(11)(12)(14)
Seth Lieber	1,807,300(3)(4)(11)(12)(15)(16)
Jonathan Lieber	1,805,748(3)(4)(11)(12)(16)(17)
Woodland Venture Fund	829,226(6)
Seneca Ventures	619,983(7)
Marilyn Rubenstein	2,054,384(4)(6)(7)(8)(9)(10)
Woodland Services Corp.	1,449,209(4)(6)(7)
Woodland Partners	309,316(8)
Brookwood Partners, L.P.	294,810(10)
Applegreen Partners	106,809(16)
Wheatley Partners, L.P.	235,848(4)(11)(12)
Wheatley Foreign Partners, L.P.	235,848(4)(11)(12)
Wheatley Partners, LLC	235,848(4)(11)(12)

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- (2) Includes shares of Common Stock issuable upon the exercise of the Advisory Option, the 1996 Advisory Option, the 1998 Directors Option, the June 1999 Directors Option, the October 1999 Directors Option, and the December 1999 Directors Option.
 - (3) Includes 1,430,507 shares of Common Stock owned by Wheatley Partners II, L.P.
 - (4) The reporting person disclaims beneficial ownership of these securities, except to the extent of his/her/its equity interest therein.
 - (5) Includes 150,012 shares of Common Stock owned individually by Barry Rubenstein, 31,040 shares of Common Stock issuable upon the exercise of the Advisory Option, 18,624 shares of Common Stock issuable upon the exercise of the 1996 Advisory Option, 20,000 shares of Common Stock issuable upon the exercise of the 1998 Directors Option, 10,000 shares of Common Stock issuable upon the exercise of the June 1999 Directors Option, 7,500 shares of Common Stock issuable upon the exercise of the October 1999 Directors Option, and 10,000 shares of Common Stock issuable upon the exercise of the December 1999 Directors Option.
 - (6) Includes 829,226 shares of Common Stock owned by Woodland Venture.
 - (7) Includes 619,983 shares of Common Stock owned by Seneca.
 - (8) Includes 309,316 shares of Common Stock owned by Woodland Partners.
 - (9) Includes 1,049 shares of Common Stock owned by Marilyn Rubenstein.
 - (10) Includes 294,810 shares of Common Stock owned by Brookwood.
 - (11) Includes 216,980 shares of Common Stock owned by Wheatley Partners.
 - (12) Includes 18,868 shares of Common Stock owned by Wheatley Foreign.
 - (13) Includes 509,483 shares of Common Stock owned individually by Irwin Lieber, 31,040 shares of Common Stock issuable upon the exercise of the Advisory Option, 18,624 shares of Common Stock issuable upon the exercise of the 1996 Advisory Option, 20,000 shares of Common Stock issuable upon the exercise of the 1998 Directors Option, 10,000 shares of Common Stock issuable upon the exercise of the June 1999 Directors Option, 7,500 shares of Common Stock issuable upon the exercise of the October 1999 Directors Option, and 10,000 shares of Common Stock issuable upon the exercise of the December 1999 Directors Option.
 - (14) Includes 517,243 shares of Common Stock owned individually by Barry Fingerhut.
 - (15) Includes 34,136 shares of Common Stock owned individually by Seth Lieber.
 - (16) Includes 106,809 shares of Common Stock owned by Applegreen Partners.
 - (17) Includes 32,584 shares of Common Stock owned individually by Jonathan Lieber.

(b) Wheatley Partners II has sole power to vote and to

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dispose of 1,430,507 shares of Common Stock, representing approximately 9.5% of the outstanding Common Stock.

Barry Rubenstein, by virtue of being a general partner of Wheatley Partners II, Woodland Venture, Seneca, Woodland Partners and Brookwood, a member and officer of Wheatley Partners, LLC, and the husband of Marilyn Rubenstein, may be deemed to have shared power to vote and to dispose of 3,720,739 shares of Common Stock, representing approximately 24.8% of the outstanding Common Stock. Barry Rubenstein has sole power to vote and to dispose of 247,176 shares of Common Stock (including shares issuable upon the exercise of the Advisory Option, the 1996 Advisory Option, the 1998 Directors Option, the June 1999 Directors Option, the October 1999 Directors Option, and the December 1999 Directors Option), representing approximately 1.6% of the outstanding Common Stock.

Irwin Lieber, by virtue of being a general partner of Wheatley Partners II and a member and officer of Wheatley Partners, LLC, may be deemed to have shared power to vote and to dispose of 1,666,355 shares of Common Stock, representing approximately 11.1% of the outstanding Common Stock. Irwin Lieber has sole power to vote and to dispose of 606,647 shares of Common Stock (including shares issuable upon the exercise of the Advisory Option, the 1996 Advisory Option, the 1998 Directors Option, the June 1999 Directors Option, the October 1999 Directors Option, and the December 1999 Directors Option), representing approximately 4.0% of the outstanding Common Stock.

Barry Fingerhut, by virtue of being a general partner of Wheatley Partners II and a member and officer of Wheatley Partners, LLC, may be deemed to have shared power to vote and to dispose of 1,666,355 shares of Common Stock, representing approximately 11.1% of the outstanding

Page 19 of 23

Common Stock. Barry Fingerhut has sole power to vote and to dispose of 517,243 shares of Common Stock, representing approximately 3.4% of the outstanding Common Stock.

Seth Lieber, by virtue of being a general partner of Wheatley Partners II and Applegreen, and a member and officer of Wheatley Partners, LLC, may be deemed to have shared power to vote and to dispose of 1,773,164 shares of Common Stock, representing approximately 11.8% of the outstanding Common Stock. Seth Lieber has sole power to vote and to dispose of 34,136 shares of Common Stock, representing approximately 0.2% of the outstanding Common Stock.

Jonathan Lieber, by virtue of being a general partner of Wheatley Partners II and managing general partner of Applegreen, and a member and officer of Wheatley Partners, LLC, may be deemed to have shared power to vote and to dispose of 1,773,164 shares of Common Stock, representing approximately 11.8% of the outstanding Common Stock. Jonathan Lieber has sole power to vote and to dispose of 32,584 shares of Common Stock, representing approximately 0.2% of the outstanding Common Stock.

Woodland Venture has sole power to vote and to dispose of 829,226 shares of Common Stock, representing approximately 5.5% of the outstanding Common Stock.

Seneca has sole power to vote and to dispose of 619,983 shares of Common Stock, representing approximately 4.1% of the outstanding Common Stock.

Marilyn Rubenstein, has sole power to vote and to dispose of 1,049 shares of Common Stock, representing approximately 0.01% of the

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outstanding Common Stock, and by virtue of being an officer of Services and a general partner of Woodland Partners and Brookwood, may be deemed to have shared power to vote and to dispose of 2,053,335 shares of Common Stock, representing approximately 13.7% 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 1,449,209 shares of Common Stock, representing approximately 9.7% of the outstanding Common Stock.

Woodland Partners has sole power to vote and to dispose of 309,316 shares of Common Stock, representing approximately 2.1% of the outstanding Common Stock.

Applegreen has sole power to vote and to dispose of 106,809 shares of Common Stock, representing approximately 0.7% of the outstanding Common Stock.

Brookwood has sole power to vote and to dispose of 294,810 shares of Common Stock, representing approximately 2.0% of the outstanding Common Stock.

Wheatley Partners has sole power to vote and to dispose of 216,980 shares of Common Stock, representing approximately 1.4% of the outstanding Common Stock, and may be deemed to have shared power to vote and to dispose of 18,868 shares of Common Stock, representing approximately 0.1% of the outstanding Common Stock.

Page 20 of 23

Wheatley Foreign has sole power to vote and to dispose of 18,868 shares of Common Stock, representing approximately 0.1% of the outstanding Common Stock, and may be deemed to have shared power to vote and to dispose of 216,980 shares of Common Stock, representing approximately 1.4% of the outstanding Common Stock.

Wheatley Partners, LLC by virtue of being a general partner of the Wheatley Partners and Wheatley Foreign, may be deemed to have shared power to vote and to dispose of 235,848 shares of Common Stock, representing approximately 1.5% of the outstanding Common Stock.

(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 during the prior sixty days from December 17, 2004:

Name of Shareholder -----	Sale Date -----	Price -----	Number of Series D Warrants Sold -----
Barry Rubenstein	12/17/04	\$0.001	1,333
Irwin Lieber	12/17/04	\$0.001	93,417
Barry Fingerhut	12/17/04	\$0.001	93,417
Woodland Venture Fund	12/17/04	\$0.001	186,838

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Seneca Ventures	12/17/04	\$0.001	93,417
Woodland Partners	12/17/04	\$0.001	93,417
Applegreen Partners	12/17/04	\$0.001	23,354
Marilyn Rubenstein	12/17/04	\$0.001	1,333

All sales were done in privately negotiated transactions.

(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) Not applicable

Page 21 of 23

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: December 27, 2004

WHEATLEY PARTNERS II, L.P.

By:/s/ Irwin Lieber

Irwin Lieber, a General Partner

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

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/s/ Irwin Lieber

Irwin Lieber

/s/ Barry Fingerhut

Barry Fingerhut

/s/ Marilyn Rubenstein

Marilyn Rubenstein

/s/ Seth Lieber

Seth Lieber

Page 22 of 23

/s/ Jonathan Lieber

Jonathan Lieber

WOODLAND PARTNERS

By:/s/ Barry Rubenstein

Barry Rubenstein, a General Partner

APPLEGREEN PARTNERS

By:/s/ Jonathan Lieber

Jonathan Lieber, a General Partner

BROOKWOOD PARTNERS, L.P.

By:/s/ Barry Rubenstein

Barry Rubenstein, a General Partner

WHEATLEY PARTNERS, L.P.

By: Wheatley Partners, LLC, the General Partner

By:/s/ Barry Rubenstein

Barry Rubenstein, CEO

WHEATLEY FOREIGN PARTNERS, L.P.

By: Wheatley Partners, LLC, the General Partner

By:/s/ Barry Rubenstein

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Barry Rubenstein, CEO

WHEATLEY PARTNERS, LLC

By:/s/ Barry Rubenstein

Barry Rubenstein, CEO

ATTENTION: INTENTIONAL MISSTATEMENTS OR OMISSIONS OF FACT CONSTITUTE FEDERAL
CRIMINAL VIOLATIONS (SEE 18 U.S.C. 1001)

Page 23 of 23