

NETWORK 1 SECURITY SOLUTIONS INC
Form SC 13D/A
January 07, 2004

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(RULE 13D-101)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULE 13D-1(A) AND AMENDMENTS THERETO FILED PURSUANT TO
RULE 13D-2(A)

(Amendment No. 1)1

NETWORK-1 SECURITY SOLUTIONS, INC.

(Name of Issuer)

Common Stock, \$.01 Par Value

(Title of Class of Securities)

64121N 10 9

(CUSIP Number)

SAM SCHWARTZ, ESQ.
OLSHAN GRUNDMAN FROME ROSENZWEIG & WOLOSKY LLP

Park Avenue Tower
65 East 55th Street
New York, New York 10022
(212) 451-2306

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

December 22, 2003

(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 Rule 13d-1(e), 13d-1(f) or 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 pages)

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4,857,825 (1) (2)

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

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

38.8%

14 TYPE OF REPORTING PERSON*

IN

*SEE INSTRUCTIONS BEFORE FILLING OUT!

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CUSIP No. 64121N 10 9
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13D

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Page 3 of 7 Pages
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- (1) Includes (a) (i) 486,303 shares of Common Stock, (ii) 85,220 shares of Common Stock issuable upon exercise of warrants and (iii) 992,500 shares of Common Stock issuable upon exercise of options, all of which are held by Mr. Horowitz and (b) (i) 155,463 shares of Common Stock, (ii) 643,896 shares of Common Stock issuable upon exercise of warrants, (iii) 250,000 shares of Common Stock issuable upon exercise of options and (iv) 2,169,870 shares of Common Stock issuable upon conversion of 1,084,935 shares of Series E Convertible Preferred Stock, all of which are held by CMH Capital Management Corp.
- (2) Includes (a) (i) 1,528 shares of Common Stock and (ii) 70,754 shares of Common Stock issuable upon conversion of 35,377 shares of Series E Convertible Preferred Stock, all of which are held by Donna Slavitt, Mr. Horowitz's spouse and (b) 2,291 shares of Common Stock held by Horowitz Partners, a general partnership of which Mr. Horowitz is a partner. Mr. Horowitz disclaims beneficial ownership of the shares held by Horowitz Partners except to the extent of his pecuniary interest therein.

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CUSIP No. 64121N 10 9
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13D

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Page 4 of 7 Pages
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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

CMH Capital Management Corp.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a)
(b)

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3 SEC USE ONLY

4	SOURCE OF FUNDS*
	WC

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

6	CITIZENSHIP OR PLACE OF ORGANIZATION
	New York

	7 SOLE VOTING POWER
	-0-
NUMBER OF	-----
SHARES	8 SHARED VOTING POWER
BENEFICIALLY	3,219,229 (1)
OWNED BY	-----
EACH	9 SOLE DISPOSITIVE POWER
REPORTING	-0-
PERSON	-----
WITH	10 SHARED DISPOSITIVE POWER
	3,219,229 (1)

11	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	3,219,229 (1)

12	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES*
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13	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	28.3%

14	TYPE OF REPORTING PERSON*
	CO
=====	

*SEE INSTRUCTIONS BEFORE FILLING OUT!

(1) Includes (i) 155,463 shares of Common Stock, (ii) 643,896 shares of Common Stock issuable upon exercise of warrants, (iii) 250,000 shares of Common Stock issuable upon exercise of options and (iv) 2,169,870 shares of Common Stock issuable upon conversion of 1,084,935 shares of Series E Convertible Preferred Stock.

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Dated: January 6, 2004

/s/ Corey M. Horowitz

Corey M. Horowitz

CMH CAPITAL MANAGEMENT CORP.

/s/ Corey M. Horowitz

Corey M. Horowitz
President