

NETSOL TECHNOLOGIES INC

Form S-8

October 02, 2014

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON October 2, 2014

REGISTRATION NO. 333-_____

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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

NETSOL TECHNOLOGIES, INC.

(Name of small business issuer in its charter)

Nevada
(State or Other Jurisdiction
of Incorporation
or Organization)

2834
(Primary Standard
Industrial Classification "SIC"
Code Number)

95-4627685
(IRS Employer
Identification Number)

24025 Park Sorrento, Suite 410, Calabasas, CA 91302

Phone: (818) 222-9195

Fax: (818) 222-9197

(Address including the zip code & telephone number including area code, of
registrant's principal executive office)

NETSOL TECHNOLOGIES, INC. 2011 INCENTIVE STOCK OPTION PLAN
NETSOL TECHNOLOGIES, INC. 2013 INCENTIVE STOCK OPTION PLAN

NAJEEB GHAURI
CHIEF EXECUTIVE OFFICER
NETSOL TECHNOLOGIES, INC.

24025 Park Sorrento, Suite 410

Calabasas, CA 91302

Phone: (818) 222-9195

Fax: (818) 222-9197

(Name, address, including zip code, and telephone number, including area code,
of agent for service)

COPIES TO:

PATTI L. W. MCGLASSON

Edgar Filing: NETSOL TECHNOLOGIES INC - Form S-8

SR. VICE PRESIDENT, LEGAL AND CORPORATE AFFAIRS
GENERAL COUNSEL AND SECRETARY
NETSOL TECHNOLOGIES, INC.

24025 Park Sorrento, Suite 410

Calabasas, CA 91302

Phone: (818) 222-9195

Fax: (818) 222-9197

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share(2)	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee(2)
2011 Equity Incentive and Nonstatutory Plan				
Common Stock, par value \$0.001 per share	500,000	\$ 3.65	\$ 1,825,000	\$ 235.06
2013 Equity Incentive and Nonstatutory Plan	500,000	\$ 3.65	\$ 1,825,000	\$ 235.06
Common Stock, par value \$0.001 per Share				
TOTAL	1,000,000		\$ 3,650,000	\$ 470.12

(1) Pursuant to Rule 416 under the Securities Act of 1933, as amended (the "Securities Act"), this registration statement includes shares issuable upon any stock split, stock dividend or similar transaction effected without the registrant's receipt of consideration with respect to the shares covered hereby are also being registered hereunder.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and 457(h) under the Securities Act.

PART I
INFORMATION REQUIRED IN THE SECTION 10(a) PROSPECTUS

The information required by Part I to be contained in the Section 10(a) prospectus is omitted from this registration statement on Form S-8 in accordance with Rule 424 and 428 of the Securities Act and the Note in the Instructions to Part I of Form S-8. The documents specified in this Part I will be sent or given to employees as specified by rule 428(b)(1).

PART II
INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents By Reference

The following documents which have been filed by the Registrant with the Securities and Exchange Commission, pursuant to the Securities Exchange Act of 1934, as amended, are incorporated by reference in this registration statement as of their respective dates:

- (a) The Registrant's Annual Report on Form 10-K for the year ended June 30, 2014.
- (c) The Registrant's Current Reports on Form 8-K filed on September 12, 2014.

All documents filed or subsequently filed by the Registrant pursuant to Sections 13(a), 13(c), 14 or 15(d) of the Exchange Act, after the date of this registration statement and prior to the filing of a post-effective amendment which indicates that all securities described herein have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this registration statement and to be a part thereof from the date of filing of such documents with the SEC. Any statement in a document incorporated by reference herein shall be deemed to be modified or superseded for purposes of this registration statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this registration statement.

Item 4. Description of Securities

Not Applicable.

Item 5. Interests of Named Experts and Counsel

The audited financial statements for our company for the fiscal years June 30, 2014 and June 30, 2013 which are incorporated by reference into this prospectus are reliant on the reports of Kabani & Company, Inc., independent certified public accountants, as stated in their reports therein, upon the authority of that firm as experts in auditing and accounting.

Patti L. W. McGlasson, Esq., General Counsel for our Company, has passed on the validity of the securities being offered hereby.

Kabani & Company, Inc. was not hired on a contingent basis, nor will it receive a direct or indirect interest in the business of the issuer. Neither Kabani & Company, Inc. nor its principals are, or will be, a promoter, underwriter, voting trustee, director, officer or employee of NetSol. Patti L. W. McGlasson is an officer and employee of NetSol. She has received, as part of her compensation with NetSol, options to purchase and grants of shares of common stock. As of September 23, 2014, Ms. McGlasson is the holder of 39,550 shares of common stock of NetSol and options to purchase 1,000 shares at the exercise price of \$16.50 per share which expire on July 7, 2015; and, 1,000 options to purchase shares of common stock at the exercise price of \$16.00 which expire on July 23, 2017. Ms. McGlasson is not nor is it intended that she will be a promoter, underwriter, voting trustee or, director of NetSol.

Item 6. Indemnification of Directors and Officers

We are required by our Bylaws and Certificate of Incorporation to indemnify, to the fullest extent permitted by law, each person that we are permitted to indemnify. Our Bylaws it to indemnify such parties to the fullest extent permitted by Nevada law.

Nevada corporation law permits us to indemnify our directors, officers, employees, or agents against expenses, including attorneys' fees, judgments, fines and amounts paid in settlements actually and reasonably incurred in relation to any action, suit, or proceeding brought by third parties because they are or were directors, officers, employees, or agents of the corporation. In order to be eligible for such indemnification, however, our directors, officers, employees, or agents must have acted in good faith and in a manner they reasonably believed to be in, or not opposed to, our best interests. In addition, with respect to any criminal action or proceeding, the officer, director, employee, or agent must have had no reason to believe that the conduct in question was unlawful.

In derivative actions, we may only indemnify our officers, directors, employees, and agents against expenses actually and reasonably incurred in connection with the defense or settlement of a suit, and only if they acted in good faith and in a manner they reasonably believed to be in, or not opposed to, our best interests. Indemnification is not permitted in the event that the director, officer, employee, or agent is actually adjudged liable to the corporation unless, and only to the extent that, the court in which the action was brought so determines.

Insofar as indemnification for liabilities arising under the Securities Act of 1933 (the "Act") may be permitted to our controlling directors, officers, or persons pursuant to the foregoing provisions, we have been informed that in the opinion of the Securities and Exchange Commission, such indemnification is against public policy as expressed in the Act and is therefore unenforceable.

Item 7. Exemption From Registration Claimed

Not Applicable.

Item 8. Exhibits

- 4.1 Instruments Defining Rights of Shareholders*.
- 5.1 Opinion of Patti L. W. McGlasson, Esq.
- 23.1 Consent of Kabani & Company with respect to the financial statements of the Registrant.

99.1(1) 2011 Equity Incentive and Nonstatutory Plan

99.2 (2) 2013 Equity Incentive and Nonstatutory Plan

*Reference is made to Registrant's Registration Statement on Form 8-A, as amended, and the exhibits thereto, which are incorporated herein by reference pursuant to Item 3(d) of this Registration Statement.

(1) Previously filed as an exhibit to the Registrant's Definitive Proxy Statement filed May 2011, and incorporated herein by reference.

(2) Previously filed as an exhibit to the Registrant's Definitive Proxy Statement filed May 29, 2013 and incorporated herein by reference.

Item 9. Required Undertakings

(a) The undersigned Registrant hereby undertakes:

(1) To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:

(i) To include any prospectus required by Section 10(a)(3) of the Securities Act;

(ii) To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high end of the estimated maximum offering range may be reflected in the form of prospectus filed with the SEC pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement; and

(iii) To include any material information with respect to the plan of distribution not previously disclosed in the registration statement or any material change to such information in the registration statement;

Provided, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is on Form S-3, Form S-8 or Form F-3, and the information required to be included in a post-effective amendment by those paragraphs is contained in periodic reports filed with or furnished to the Commission by the registrant pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement.

Provided, however, That:

(A) Paragraphs (a)(1)(i) and (a)(1)(ii) of this section do not apply if the registration statement is on Form S-8 (section 239.13 of this chapter) and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 (15 U.S.C. 78m or 78o(d) that are incorporated by reference in the registration statement; and,

(B) Paragraphs (a)(1)(i), (a)(1)(ii) and (a)(1)(iii) of this section do not apply if the registration statement is on Form S-3 (section 239.13 of this chapter) or Form F-3 (section 239.33 of this chapter) and the information required to be included in a post-effective amendment by those paragraphs is contained in reports filed with or furnished to the Commission by the registrant pursuant to section 13 or section 15(d) of the Securities Exchange Act of 1934 that are incorporated by reference in the registration statement, or is contained in a form of prospectus filed pursuant to rule 424(b) (section 230.424(b) of this chapter) that is part of the registration statement.

(C) Provided further, however, that paragraphs (a)(1)(i) and (a)(1)(ii) do not apply if the registration statement is for an offering of asset-backed securities on Form S-1 (section 239.11 of this chapter) or Form S-3 (section 239.13 of this chapter) and the information required to be included in a post-effective amendment is provided pursuant to Item 1100(c) of Regulation AB (section 229.1100(c)).

(2) That, for the purpose of determining any liability under Securities Act of 1933, each such post-effective amendment shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(3) To remove from registration by means of a post-effective amendment any of the securities being registered which remain unsold at the termination of the offering.

(5) That, for the purpose of determining liability under the Securities Act of 1933 to any purchaser:

(i) If the registrant is relying on Rule 430B (section 230.430B of this Chapter)

(A) Each prospectus filed by the registrant pursuant to Rule 424(b)(3) (section 230.424(b)(3) of this chapter) shall be deemed to be part of the registration statement as of the date the filed prospectus was deemed part of and included in the registration statement; and

(B) Each prospectus required to be filed pursuant to Rule 424 (b)(2), (b)(5), or (b)(7) (section 230.424(b)(2) (b)(5), or (b)(7) of this chapter) as part of a registration statement in reliance on Rule 430B relating to an offering made pursuant to Rule 415(a)(1)(i), (vii), or (x) (section 230.415(a)(1)(i), (vii), or (x) of this chapter) for the purpose of providing the information required by section 10(a) of the Securities Act of 1933 shall be deemed to be part of and included in the registration statement as of the earlier of the date such form of prospectus is first used after effectiveness or the date of the first contract of sale of securities in the offering described in the prospectus. As provided in Rule 430B, for liability purposes of the issuer and any person that is at that date an underwriter, such date shall be deemed to be a new effective date of the registration statement, relating to the securities in the registration statement to which that prospectus relates, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such effective date;

(ii) If the registrant is subject to Rule 430C (section 230.430C of this chapter) each prospectus filed pursuant to Rule 424(b) as part of a registration statement relating to an offering, other than registration statements relying on Rule 430B or other than prospectuses filed in reliance on Rule 430A (section 230.430A of this chapter), shall be deemed to be part of and included in the registration statement as of the date it is first used after effectiveness. Provided, however, that no statement made in a registration statement or prospectus that is part of the registration statement or made in a document incorporated or deemed incorporated by reference into the registration statement or prospectus that is part of the registration statement will, as to a purchaser with a time of contract of sale prior to such effective date, supersede or modify any statement that was made in the registration statement or prospectus that was part of the registration statement or made in any such document immediately prior to such date of first use.

(b) The undersigned registrant hereby undertakes that, for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to Section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

(h) Insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the questions whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Calabasas, State of California, on this 2nd day of October, 2014.

NETSOL TECHNOLOGIES, INC.

By: /s/ NAJEEB GHURI
NAJEEB GHURI
Chief Executive Officer

/s/ ROGER ALMOND
Chief Financial Officer, Principal Financial
Officer

POWER OF ATTORNEY

Each person whose signature appears below hereby constitutes and appoints Najeeb Ghauri, his true and lawful attorneys-in-fact and agents with full power of substitution and re-substitution for him and in his name, place and stead, in any and all capacities to sign the registration statement on Form S-8 to be filed in connection with the offerings of ordinary shares of Intrusion Inc. and any and all amendments (including post-effective amendments) to this registration statement, and any subsequent registration statement filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended, and to file the same, with all exhibits thereto, and the other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, each acting alone, full power and authority to do and perform each and every act and thing requisite and necessary to be done in connection therewith, as fully to all intents and purposes as they might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact or his substitutes, each acting alone, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Name and Signature	Title	Date
/s/ Najeeb Ghauri	Director, Chief Executive Officer and Chairman	October 2, 2014
/s/Roger Almond	Chief Financial Officer	October 2, 2014
/s/ Naeem Ghauri	Director	October 2, 2014
/s/ Jeffery Bilbrey	Director	October 2, 2014
/s/ Eugen Beckert	Director	October 2, 2014
/s/ Shahid Javed Burki	Director	October 2, 2014
/s/ Mark Caton	Director	October 2, 2014
/s/Asad Ghauri	Director	October 2, 2014

-->

Investment income receivable
 1,151,851 648,726
 Total assets
 753,808,740 632,650,026
 Other liabilities
 (1,009,422) (696,181)
 Pending trades
 (25,133) 1,569,825
 Total net assets of the Large Company Value Pool
 \$752,774,185 \$633,523,670

Large Company Value Pool

	Years Ended December 31	
	2004	2003
Net appreciation in the fair value of investments:		
Corporate stock - preferred	\$ 7,478	\$ 598,550
Corporate stock - common	68,170,564	117,672,264
Interest in collective trusts	6,644,429	15,982,734
Interest in registered investment companies	408,875	150,582
Total net appreciation	75,231,346	134,404,130
Interest and dividends	11,551,493	8,747,300
Total investment income of the Large Company Value Pool	\$ 86,782,839	\$ 143,151,430

HCA 401(k) Plan

Notes to Financial Statements (continued)
(Modified Cash Basis)**3. Investments (Continued)****Small Company Growth Pool**

	December 31	
	2004	2003
Investments, at fair value:		
Corporate stock - common	\$ 245,828,973	\$ 287,816,906
Interest in collective trusts	174,059,996	70,318,508
Other investments	223,728	148,335
Total investments	420,112,697	358,283,749
Investment income receivable	47,533	64,547
Total assets	420,160,230	358,348,296
Other liabilities	(520,913)	(421,621)
Pending trades	(286,811)	(5,485,829)
Total net assets of the Small Company Growth Pool	\$ 419,352,506	\$ 352,440,846

Small Company Growth Pool

	Years Ended December 31	
	2004	2003
Net appreciation in the fair value of investments:		
Corporate stock - common	\$ 17,910,071	\$ 66,033,065
Interest in collective trusts	21,245,148	35,006,736
Total net appreciation	39,155,219	101,039,801
Interest and dividends	1,120,037	770,421
Total investment income of the Small Company Growth Pool	\$ 40,275,256	\$ 101,810,222

HCA 401(k) Plan

Notes to Financial Statements (continued)
(Modified Cash Basis)**3. Investments (Continued)****Small Company Value Pool**

	December 31	
	2004	2003
Investments, at fair value:		
Corporate bonds - preferred	\$	\$ 758,798
Corporate bonds - other	397,470	
Corporate stock - preferred		1,229,600
Corporate stock - common	391,103,739	319,618,828
Interest in partnerships/joint ventures	2,815,404	1,687,920
Interest in collective trusts	204,539,331	141,363,177
Other investments	135,774	
 Total investments	 598,991,718	 464,658,323
 Investment income receivable	 322,239	 220,288
 Total assets	 599,313,957	 464,878,611
Other liabilities	(1,063,399)	(628,345)
Pending trades	(176,569)	578,716
 Total net assets of the Small Company Value Pool	 \$ 598,073,989	 \$ 464,828,982

Small Company Value Pool

	Years Ended December 31	
	2004	2003
Net appreciation in the fair value of investments:		
Corporate bonds - preferred	\$	\$ 21,033
Corporate bonds - other	61,726	
Corporate stock - preferred		229,600
Corporate stock - common	74,459,984	108,608,554
Interest in partnerships/joint ventures	404,404	233,668
Interest in collective trusts	30,390,722	38,730,384
 Total net appreciation	 105,316,836	 147,823,239

Edgar Filing: NETSOL TECHNOLOGIES INC - Form S-8

Interest and dividends	4,416,405	3,670,686
Total investment income of the Small Company Value Pool	\$ 109,733,241	\$ 151,493,925

HCA 401(k) Plan

Notes to Financial Statements (continued)
(Modified Cash Basis)**3. Investments (Continued)****Interest Income Pool**

	December 31	
	2004	2003
Investments, at fair value:		
Interest in collective trusts	\$ 268,029,839	\$ 281,015,090
Interest in insurance general account	7,321,041	7,042,562
Interest in Fixed Income Pool	261,581,824	245,436,378
Synthetic guaranteed investment contract wrapper	(25,618,815)	(22,691,510)
 Total investments	 511,313,889	 510,802,520
 Investment income receivable	 63,036	 21,060
 Total assets	 511,376,925	 510,823,580
Other liabilities	(434,152)	
 Total net assets of the Interest Income Pool	 \$ 510,942,773	 \$ 510,823,580

Interest Income Pool

	Years Ended December 31	
	2004	2003
Net appreciation in the fair value of investments:		
Interest in collective trusts	\$ 3,538,983	\$ 3,390,195
Interest in Fixed Income Pool	16,145,447	17,576,583
Other investments	13,218,141	12,089,372
 Total net appreciation	 32,902,571	 33,056,150
 Interest and dividends	 616,859	 294,674
 Total investment income of the Interest Income Pool	 \$ 33,519,430	 \$ 33,350,824

HCA 401(k) Plan

Notes to Financial Statements (continued)
(Modified Cash Basis)**3. Investments (Continued)****Company Stock Pool**

	December 31	
	2004	2003
Investments, at fair value:		
HCA common stock	\$ 767,718,593	\$ 917,533,709
Interest in collective trusts	13,376,326	8,312,082
Total investments	781,094,919	925,845,791
Investment income receivable	25,068	9,878
Total assets	781,119,987	925,855,669
Other liabilities	(578,049)	(41,498)
Total net assets of the Company Stock Pool	\$ 780,541,938	\$ 925,814,171

Company Stock Pool

	Years Ended December 31	
	2004	2003
Net appreciation (depreciation) in the fair value of investments:		
HCA common stock	\$ (61,282,878)	\$ 30,937,958
Interest and dividends	8,466,180	1,919,674
Total investment income (loss) of the Company Stock Pool	\$ (52,816,698)	\$ 32,857,632

HCA 401(k) Plan

Notes to Financial Statements (continued)
(Modified Cash Basis)

4. Risks and Uncertainties

The Plan invests in various investment securities. Investment securities are exposed to various risks such as interest rate, market and credit risks. Due to the level of risk associated with certain investment securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect participants' account balances and the amounts reported in the statements of net assets available for benefits.

5. Income Tax Status

The Plan has received its most recent determination letter from the Internal Revenue Service dated May 13, 2002, stating that the Plan is qualified under Section 401(a) of the Internal Revenue Code (the Code) and, therefore, the related trust is exempt from taxation. Subsequent to this determination by the Internal Revenue Service, the Plan was amended and restated. Once qualified, the Plan is required to operate in conformity with the Code to maintain its qualification. The Company believes the Plan is being operated in compliance with the applicable requirements of the Code and, therefore, believes that the Plan, as amended and restated, is qualified and the related trust is tax exempt.

6. Transactions with Parties-In-Interest

Transactions with parties-in-interest include purchases and sales of assets through the Trustee, contributions from the Company, dividends received on HCA Inc. common stock and fees paid during the year for accounting and other services.

7. Securities Lending

The Master Trust lends its securities under securities borrowing agreements on terms which permit it to lend its securities to other entities for a premium. At December 31, 2004 and 2003, the Master Trust had securities on loan of \$516,868,775 and \$339,535,135, respectively, and the total value of cash collateral provided to the Master Trust was \$492,522,476 and \$334,348,948, respectively. The fair value of the securities loaned is measured against the cash collateral on a periodic basis. The amount of net investment gain for the years ended December 31, 2004 and 2003 from securities lending was \$815,877 and \$547,677, respectively.

8. Subsequent Event

Effective January 1, 2005, the Plan was amended to reduce the age requirement for participation in the Plan from age 21 to age 18.

HCA 401(k) Plan

Notes to Financial Statements (continued)
(Modified Cash Basis)**9. Difference Between Financial Statements and Form 5500**

The following is a reconciliation of net assets available for benefits, transfers, and deemed distributions per the financial statements to the Form 5500:

	December 31	
	2004	2003
Net assets available for benefits per the financial statements	\$ 3,857,872,090	\$ 3,046,550,684
Plus: Transfer of assets from EPIC Healthcare Group Inc. Profit Sharing Plan		53,395,468
Plus: Transfer of assets from Healthtrust, Inc. 401 (k) Retirement Program		421,259,733
Less: Deemed distributions of participant loans	(2,703,496)	(2,587,692)
 Net assets available for benefits per the Form 5500	 \$ 3,855,168,594	 \$ 3,518,618,193
		Year Ended December 31, 2004
Transfers per the financial statements		\$ 474,655,201
Less: Transfer of assets from EPIC Healthcare Group Inc. Profit Sharing Plan at December 31, 2003		(53,395,468)
Less: Transfer of assets from Healthtrust Inc. 401(k) Retirement Program at December 31, 2003		(421,259,733)
 Transfers per the Form 5500		 \$
		Year Ended December 31, 2004
Deemed distributions per the financial statements		\$
Add: Deemed distributions at December 31, 2004		2,703,496
Less: Deemed distributions as December 31, 2003		(2,587,692)
 Deemed distributions per the Form 5500		 \$ 115,804

HCA 401(k) Plan

EIN: 75-2497104 Plan Number: 004
Schedule H, Line 4a

Schedule of Delinquent Participant Contributions
(Modified Cash Basis)

Year Ended December 31, 2004

Year Ended	Participant Contribution Transferred Late to Plan	Total That Constitutes Non- Exempt Prohibited Transaction
2004	\$30,148	\$30,148

Earnings on late remittances were paid to the Plan in 2004.

HCA 401(k) Plan

EIN: 75-2497104 Plan Number: 004
Schedule H, Line 4i

Schedule of Assets (Held at End of Year)
(Modified Cash Basis)

December 31, 2004

(a) (b) Identity of Issue, Borrower, Lessor or Similar Party	(c) Description of Investment, Including Maturity Date, Rate of Interest, Collateral, Par or Maturity Value	(e) Current Value
Participant loans	Interest ranging from 4.00% to 9.50%	\$20,832,381

Note: Column (d) is not included as the investments are participant directed.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Committee Members have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: June 27, 2005

HCA 401(k) PLAN

By: Retirement Committee, Plan Administrator

/s/ A. Bruce Moore, Jr.

Name: A. Bruce Moore, Jr.

Title: Chairman, Retirement Committee