



**Item 2.02. Results of Operations and Financial Condition.**

On August 27, 2009, Net 1 UEPS Technologies, Inc. ( Net1 ) issued a press release setting forth Net1 s three months and year ended June 30, 2009 financial results. A copy of Net1 s press release is attached as Exhibit 99.1.

**Item 5.05. Amendments to the Registrant s Code of Ethics, or Waiver of a Provisions of thCode of Ethics.**

On August 27, 2009, Net1 s Board of Directors amended and restated the Code of Business Conduct and Ethics for Net1 s officers, directors and employees (the Code ). The adopted Code is reorganized and streamlined to comply with Nasdaq requirements and to provide clarity as to the conduct expected of our company s officers, directors and employees and as to the means for ensuring accountability for adherence to such expectations.

The foregoing description of the Code is qualified in its entirety by reference to the Code, a copy of which is filed herewith as Exhibit 14, and is incorporated herein by reference. In addition, the Code, is available on Net1 s website at www.net1.com. Information contained on Net1 s website is not part of this report.

**Item 7.01. Regulation FD Disclosure.**

See disclosure under Item 2.02, Results of Operations and Financial Condition of this report, which is incorporated by reference in this Item 7.01, Regulation FD Disclosure.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

14 Amended and Restated Code of Ethics.

99.1 Press Release, dated August 27, 2009, issued by Net 1 UEPS Technologies, Inc.

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**SIGNATURES**

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

**NET 1 UEPS TECHNOLOGIES, INC.**

Date: August 27, 2009

By:

/s/ Serge Belamant

Dr. Serge C.P. Belamant

Chief Executive Officer and Chairman of the Board

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