

OPNET TECHNOLOGIES INC
Form SC 13G/A
December 28, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2

(Amendment No. 11)*

OPNET Technologies, Inc.

(Name of Issuer)

Common Stock, \$.001 par value per share

(Title of Class of Securities)

683757 108

(CUSIP Number)

December 18, 2012

(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*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.

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).

CUSIP No. **683757 108** 13GPage 2 of 5 Pages

NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF
ABOVE PERSONS (ENTITIES ONLY)

1

Marc A. Cohen

CHECK THE APPROPRIATE BOX IF
A MEMBER OF A GROUP*

2

(a)

(b)

Not Applicable

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF
ORGANIZATION

4

United States

SOLE VOTING POWER

5

NUMBER OF **0**
SHARES **SHARED VOTING POWER**

BENEFICIALLY 6

OWNED BY **0**
EACH **SOLE DISPOSITIVE POWER**

REPORTING 7

PERSON **0**

WITH SHARED DISPOSITIVE POWER

8

0

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

0

CHECK BOX IF THE AGGREGATE
AMOUNT IN ROW (9) EXCLUDES
CERTAIN SHARES*

10

..

Not Applicable
PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (9)

11

0%

TYPE OF REPORTING PERSON*

12

IN

CUSIP No. **683757 108** 13G Page 3 of 5 Pages

Item 1.

(a) Name of Issuer

OPNET Technologies, Inc.

(b) Address of Issuer's Principal Executive Offices

**7255 Woodmont Avenue
Bethesda, MD 20814**

Item 2.

(a) Name of Person Filing

Marc A. Cohen

(b) Address of Principal Business Office or, if none, Residence

**c/o OPNET Technologies, Inc.
7255 Woodmont Avenue
Bethesda, MD 20814**

(c) Citizenship

United States

(d) Title of Class of Securities

Common Stock, \$.001 par value per share (the "Shares")

(e) CUSIP Number

683757 108

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a: Not applicable.

- (a) " Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) " Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) " Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) " Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8);
- (e) " An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) " An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) " A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) " A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) .. A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) " A non-U.S. institution, in accordance with §240.13d-1(b)(1)(ii)(J);
- (k) " Group, in accordance with §240.13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with §240.13d-1(b)(1)(ii)(J), please specify the type of institution:

_____.

CUSIP No. **683757 108** 13GPage 4 of 5 Pages

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: **0 Shares**
- (b) Percent of class: **0%**
- (c) Number of shares as to which the Reporting Person have:
 - (i) Sole power to vote or to direct the vote – **0 Shares**
 - (ii) Shared power to vote or to direct the vote – **0 Shares**
 - (iii) Sole power to dispose or to direct the disposition of – **0 Shares**
 - (iv) Shared power to dispose or to direct the disposition of – **0 Shares**

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [X].

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification

Not Applicable.

CUSIP No. **683757 108** 13G Page 5 of 5 Pages

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.

Dated: December 27, 2012

/s/ Marc A. Cohen
Marc A. Cohen