

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).

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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**

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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:

\_\_\_\_\_.

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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.**



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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