

MPHASE TECHNOLOGIES INC  
Form 8-K/A  
March 22, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K/A**

(Amendment No. 2)

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): **March 22, 2011 (January 15, 2009)**

**mPHASE TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in Charter)

New Jersey	000-24969	22-2287503
(State or Other Jurisdiction of Identification No.)	(Commission File Number)	(IRS Employer Incorporation)

587 Connecticut Ave., Norwalk, CT 06854-0566  
(Address of Principal Executive Offices) (ZIP Code)

Registrant's telephone number, including area code: **(203) 838-2741**

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Item 8.01. Other Events

On January 15, 2009 mPhase Technologies, Inc. (the "Company") , a New Jersey corporation, received \$200,000 of additional funding from JMJ Financial under the terms of a Convertible Note and certain terms of the transaction relating to the Convertible Note were amended as described in the Exhibit hereto.

In a separate transaction, the Company issued a new \$1,100,000 Convertible Note to JMJ Financial convertible in common stock of the Company. The note carries a one-time interest charge of 12% and is convertible into common stock of the Company according to terms set forth in the documents described in the Exhibit hereto.

**Item 9.01 Financial Statements and Exhibits**

<u>Exhibit</u>	<u>Description</u>
<u>99.1</u>	<u>Convertible Promissory Note - Document A-03252008</u>
<u>99.2</u>	<u>Convertible Promissory Note - Document B-03252008</u>
<u>99.3</u>	<u>Convertible Promissory Note - Document B-12312008</u>
<u>99.4</u>	<u>Secured &amp; Collateralized Promissory Note*</u>

\* A portion of such document has been omitted pursuant to Rule 24b-2 of the Securities Exchange Act of 1934, as amended. Such omitted portion has been filed separately with the SEC pursuant to a request for confidential treatment.

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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.

mPHASE TECHNOLOGIES

By: /s/ Martin S. Smiley  
Martin S. Smiley  
Executive Vice President,  
Chief Financial Officer and  
General Counsel

Date: March 22, 2011

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