

MPHASE TECHNOLOGIES INC

Form 8-K

April 17, 2007

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K

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

Date of Report (Date of earliest event reported): **April 17, 2007**

mPHASE TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Charter)

New Jersey (State or Other Jurisdiction of Identification No.)	000-24969 (Commission File Number)	22-2287503 (IRS Employer Incorporation)
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587 Connecticut Ave., Norwalk, CT 06854-0566
(Address of Principal Executive Offices) (ZIP Code)

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

Item 8: Other Events

mPhase Technologies, Inc., a New Jersey corporation ("mPhase"), announced that it is creating a new subsidiary to which it will transfer all of its nanotechnology assets and liabilities and which it will eventually issue stock to new investors that will be registered as a new publicly-held company. mPhase currently plans a private placement of a small percentage of stock in the new company. mPhase will continue to own and hold shares constituting a significant majority of such stock such that the subsidiary will continue to be consolidated for both financial reporting and tax reporting purposes with mPhase Technologies, Inc.

Exhibit 99.1: Press release dated April 17, 2007 of mPhase Technologies, Inc.

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: April 17, 2007
