

MPHASE TECHNOLOGIES INC  
Form 8-K/A  
March 07, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

WASHINGTON, DC 20549

**FORM 8-K/A**

(amendment no. 1)

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 7, 2011** (December 23, 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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EXPLANATORY NOTE

This Form 8-K/A is being filed for the purpose of indicating that portions of Exhibit 99.1 and 99.2 have been omitted pursuant to a request for confidential treatment.

**Item 9.01 Financial Statements and Exhibits**

<u>Exhibit</u>	<u>Description</u>
99.1	<u>Convertible Promissory Note - Document B-1215009A</u>
99.2	<u>Secured Promissory Note - Document C-1215009A*</u>

\* A portion of such document has been omitted pursuant to Rule 24b-2 of the Securities and Exchange Act of 1934, as amended. Such omitted section 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 7, 2011

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