

MPHASE TECHNOLOGIES INC  
Form 10-Q/A  
December 06, 2011

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

[X] QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934.

FOR THE QUARTER ENDED **September 30, 2011**

COMMISSION FILE NO. **000-30202**

**FORM 10-Q/A**

**mPhase Technologies, Inc.**

(Exact name of registrant as specified in its charter)

**NEW JERSEY**  
(State or other jurisdiction of  
incorporation or organization)

**22-2287503**  
(I.R.S. Employer  
Identification Number)

**587 CONNECTICUT AVE., NORWALK, CT**  
(Address of principal executive offices)

**06854-1711**  
(Zip Code)

**(203) 838-2741**  
ISSUER'S TELEPHONE NUMBER

**INDICATE BY CHECK MARK WHETHER THE REGISTRANT (1) HAS FILED ALL REPORTS  
REQUIRED TO BE FILED BY SECTION 13 OR 15(D) OF THE SECURITIES EXCHANGE ACT OF 1934,  
DURING THE PRECEDING 12 MONTHS (OR FOR SHORTER PERIOD THAT THE REGISTRANT WAS  
REQUIRED TO FILE SUCH REPORT), AND (2) HAS BEEN SUBJECT TO SUCH FILING  
REQUIREMENTS FOR THE PAST 90 DAYS.**

YES [ X ]      NO [   ]

**THE NUMBER OF SHARES OUTSTANDING OF EACH OF THE REGISTRANT'S CLASSES OF  
COMMON STOCK AS OF NOVEMBER 4, 2011 IS 2,769,950,740 SHARES, ALL OF ONE CLASS OF \$.01  
PAR VALUE COMMON STOCK.**

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**EXPLANATORY NOTE**

The sole purpose of this Amendment to the Registrant's Quarterly Report on Form 10-Q for the period ended September 30, 2011 (the "10-Q"), is to furnish the Interactive Data File exhibits pursuant to Rule 405 of Regulation S-T. No other changes have been made to the 10-Q, and this Amendment has not been updated to reflect events occurring subsequent to the filing of the 10-Q.

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**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

1. Form 8K dated July 29, 2011 announcing Letter of Intent to acquire Energy Innovative Partners.
2. Form 8K dated August 30, 2011 announcing Officer and Director stock compensation.
3. Form 8K dated September 12, 2011 announcing amendment of JMJ Financial Convertible Notes.
4. Form 8K dated September 16, 2011 announcing amendment to Convertible Note with J. Fife.

**EXHIBITS**

- 31.1\* Certification of Chief Executive Officer pursuant to Section 302 of the Sarbanes - Oxley Act of 2002.
- 31.2\* Certification of Chief Financial Officer pursuant to Section 302 of the Sarbanes - Oxley Act of 2002.
- 32.1\* Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes - Oxley Act of 2002.
- 32.2\* Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes - Oxley Act of 2002.
- 101\*\* Interactive data files pursuant to Rule 405 of Regulation S-T

\* These exhibits were previously included in mPhase Technology Inc.'s Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, filed with the Securities and Exchange Commission on November 14, 2011.

\*\* Filed with this Form 10-Q/A for mPhase Technology Inc.

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**SIGNATURES**

Pursuant to the requirements of the Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant, has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

mPHASE  
TECHNOLOGIES, INC.

Dated: December 6, 2011

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

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