

MPHASE TECHNOLOGIES INC  
Form 8-K  
September 12, 2011

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**UNITED STATES  
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): **September 12, 2011**

**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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**1.01 Entry into a Material Definitive Agreement**

mPhase Technologies, Inc. has amended its Convertible Notes with JMJ Financial to provide a floor of \$.0040 per share for conversions into common stock of the company.

Exhibit 99.1: Amendment to Convertible Notes with JMJ Financial

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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: September 12, 2011

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