

MPHASE TECHNOLOGIES INC  
Form 8-K  
January 04, 2019

**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): January 4, 2019

**mPHASE TECHNOLOGIES, INC.**

(Exact Name of Registrant as Specified in Charter)

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

**688 New Dorp Lane, Staten Island, New York 10306-4933**

(Address of Principal Executive Offices) (ZIP Code)

Registrant's telephone number, including area code: **(973) 256-3737**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act

Soliciting material pursuant to Rule 14a-12 under the Exchange Act

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

**Item 3.03 Material Modification to Rights of Security Holders**

(b) On January 4, 2019, mPhase Technologies, Inc. (the “Corporation”) filed an Amendment to its Certificate of Incorporation with the State of New Jersey providing for 1000 shares of Series A Preferred Stock replacing its prior class of Series A Preferred Stock. The new class of Series A is a super-voting class of Preferred Stock the terms of which are set forth in Exhibit 10.1 hereto.

In addition the Company has in the above-referenced Amendment increased its authorized shares of Common Stock to 125 billion shares and changed its par value to no par Common Stock

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

10.1 Amendment to Certificate of Incorporation of mPhase Technologies, Inc.

1

**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**

Date: January 4, 2019 By: /s/ Martin S. Smiley  
Martin S. Smiley  
Executive Vice President,  
Chief Financial Officer and  
General Counsel