

MPHASE TECHNOLOGIES INC  
Form 8-K/A  
February 11, 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): **February 11, 2011** (August 17, 2009)

**mPHASE TECHNOLOGIES, INC.**  
(Exact Name of Registrant as Specified in Charter)

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

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

**Explanatory Note**

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

**Item 9.01 Financial Statements and Exhibits**

**Exhibit   Description**

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| <b>99.2</b> | <b><u>Secured &amp; Collateralized Promissory Note (Portions omitted pursuant to a request for confidential treatment)</u></b> |
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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

Date: February 11 , 2011

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

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