

MPHASE TECHNOLOGIES INC  
Form 10-K/A  
March 13, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

Amendment No. 1  
On

**FORM 10-K/A**

(X) ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES AND EXCHANGE ACT OF 1934  
(NO FEE REQUIRED)

**FOR THE YEAR ENDED JUNE 30, 2008**

COMMISSION FILE NO. 000-24969

mPHASE TECHNOLOGIES, INC.

(Name of issuer 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)

SECURITIES REGISTERED PURSUANT TO SECTION 12(G) OF THE ACT:

COMMON STOCK, \$.01 PAR VALUE

(Title of Class)

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  NO

Indicate by check mark if the disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendments to the Form 10-K.

As of September 23, 2008 there were approximately 527,000,000 shares of common stock, \$01 par value, outstanding and the aggregate market price of shares held by non-affiliates was approximately \$21,000,000 (Based upon a closing common stock price of \$.04 on September 23, 2008 solely for the purpose of calculating the preceding amount, all directors and officers of the registrant are deemed to be affiliates.)



**Explanatory Note**

mPhase Technologies, Inc., a New Jersey corporation, is filing this Amendment No. 1 on our Form 10K/A solely for the purpose of correction of the Certifications required by Item 302 of Regulation SK of the Securities Act of 1933, as amended.

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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: March 13, 2009

By:

/s/ RONALD A. DURANDO

Ronald A. Durando

President, CEO

Pursuant to the requirements of the Securities and Exchange Act of 1934, this report has been signed by the following persons on behalf of the Registrant and in the capacities and on the dates indicated.

Ronald A. Durando, Chief Executive Officer, Director

March 13, 2009

Gustave T. Dotoli, Chief Operating Officer, Director

March 13, 2009

Martin S. Smiley, Chief Financial Officer, Director

March 13, 2009

Anthony Guerino, Director

March 13, 2009

Abraham Biderman, Director

March 13, 2009

Victor Lawrence, Director

March 13, 2009