

MPHASE TECHNOLOGIES INC  
Form 8-K  
September 05, 2014

**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 5, 2014

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

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

**587 Connecticut Ave., Norwalk, CT 06854-0566**  
(Address of Principal Executive Offices) (ZIP Code)

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



**Item 3.02 Sale of Unregistered Securities**

Pursuant to Section 4(2) of the Securities Act of 1933, as amended, mPhase Technologies, Inc. issued a convertible note to MH Investment Trust in a Private Placement. The Company received in \$40,000 cash proceeds from the sale of the Convertible Note that will be used as additional working capital.

Exhibit 99.1: Convertible Note

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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 5, 2014