

WASHINGTON, DC 20549

SECURITIES EXCHANGE ACT OF 1934

(Exact Name of Registrant as Specified in Charter)

(State or Other Jurisdiction of Identification No.) (Commission File Number) (IRS Employer Incorporation)

(Address of Principal Executive Offices) (ZIP Code)

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

1

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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 8.01 Other Events

Pursuant to Section 14A: 7-2 of Title A, Corporations of the New Jersey Statutes , mPhase Technologies, Inc. has increased its authorized shares of common stock from 18 billion shares to 72 billion shares. This action was approved by the Board of Directors of the Company on February 28, 2017 and was perfected by an Amendment to the Company's Certificate of Incorporation filed with the State of New Jersey on August 22, 2018.

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: August 24, 2018 By: /s/ Martin S. Smiley
Martin S. Smiley