

MPHASE TECHNOLOGIES INC  
Form 8-K  
February 19, 2013

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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): February 15, 2013

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

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

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

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

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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 Asher Enterprises in a Pirate Placement. On February 15, 2013 the Company received \$50,000 cash proceeds from the sale of the Convertible Note that will be used as additional working capital.

Exhibit  
99.1: Securities Purchase Agreement

Exhibit  
99.2: Convertible Note

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: February 19, 2013