

MPHASE TECHNOLOGIES INC
Form SC 13D
January 18, 2019

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO

RULE 13d-1(a) AND AMENDMENTS THERETO FILED PURSUANT TO RULE 13d-2(a)

mPhase Technologies Inc.

(Name of Issuer)

COMMON STOCK, \$.001 VALUE

(Title of Class of Securities)

62472C 10 2

(CUSIP Number)

Mr. Anshu Bhatnagar

mPhase Technologies Inc.

9841 Washington Blvd., Suite 390

Gaithersburg, MD 20878

301-329-2701

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

January 11, 2019

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f), or 13d-1(g), check the following box:

Note: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Page 1 of 4 Pages

CUSIP No. 62472C 10 2 13D Page 2 of 4 Pages

NAMES OF REPORTING PERSON

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

1

Anshu Bhatnagar

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

SOURCE OF FUNDS

4

OO

CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)

5

CITIZENSHIP OR PLACE OF ORGANIZATION

6

United States of America

Number of **SOLE VOTING POWER**

shares 7

beneficially 13,109,104,031 Common Stock; 1000 Shares of Series A Preferred Stock
SHARED VOTING POWER

owned by 8

each

reporting 9 None
SOLE DISPOSITIVE POWER

person

with 10 13,109,104,031 shares of Common Stock, 1000 Shares of Series A Preferred Stock
SHARED DISPOSITIVE POWER

None

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11

13,109,104 Common Stock; 1000 Shares of Super Voting Series A Preferred Stock (allowing voting control equal to 51% of Common Stock of the Company)

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

12

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

13

74% of Common Stock (23% of Common Stock plus 51% of Common Stock controlled through ownership of Super Voting Series A Preferred Stock)

TYPE OF REPORTING PERSON

14

IN

CUSIP No. 62472C 10 2 13D Page 3 of 4 Pages

The following constitutes the Schedule 13D filed by the Undersigned (the "Schedule 13D").

Item 1. Security and the Issuer.

This Statement on Schedule 13D ("Statement") is filed with respect to the Common Stock, no par value of mPhase Technologies, Inc. (the "Issuer"), whose principal executive offices are located at 9841 Washington Blvd, Suite 390, Gaithersburg, Md 20878 Such class of securities is hereinafter referred to as "Common Stock".

Item 2. Identity and Background.

Items 2(a), 2(b), 2(c) This Statement is filed by Anshu Bhatnagar. Mr. Bhatnagar is a Director and the President and Chief Executive Officer of the Issuer. The principal place of business for mPhase Technologies Inc. is 9841 Washington Blvd, Suite 390, Gaithersburg, Md 20878.

2(d), 2(e) During the past five years, Mr. Bhatnagar has not been (a) convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors) or (b) a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which such person was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

2(f) Mr. Bhatnagar is a United States Citizen.

Item 3. Source and Amount of Funds or Other Consideration.

N/A

Item 4. Purpose of Transaction.

Mr. Bhatnagar received 13,109,104,031 shares of common stock and 1,000 Shares of Super Voting Preferred Stock as part of his compensation to become a President and Chief Executive Officer and a Director of mPhase Technologies, Inc.

Item 5. Interest in Securities of the Issuer.

5(a) and (b) Mr. Bhatnagar beneficially owns an aggregate of 13,109,104,031 shares of Common Stock plus voting control of an additional 51% of the aggregate voting stock of the Company through ownership of 1,000 Shares of Super Voting Series A Preferred Stock. Mr. Bhatnagar has the sole power to vote or direct the vote and to dispose or direct the disposition of those shares directly and beneficially owned thereby. Mr. Bhatnagar beneficially owns directly shares of Common Stock and Preferred Stock, representing in the aggregate 74% of the total outstanding shares of the Common Stock (for voting purposes).

5(c) During the past 60 days Mr. Bhatnagar purchased 0 shares of common stock in the open market.

5(d) No person other than Mr. Bhatnagar is known to have the right to receive, or the power to direct the receipt of dividends from, or proceeds from the sale of, such shares of Common Stock or Series A Preferred Stock.

Item 5(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

None

Item 7. Material to be filed as Exhibits.

None

CUSIP No. 62472C 10 2 13D Page 4 of 4 Pages

SIGNATURES

After due inquiry and to the best of his knowledge and belief, each of the undersigned certifies that the information on set forth in this statement is true, complete and correct.

Dated: January 18, 2019 By: /s/ Anshu Bhatnagar
Anshu Bhatnagar