

MPHASE TECHNOLOGIES INC
Form 8-K
March 16, 2011

**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): **March 16, 2011**

mPHASE TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Charter)

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

Item 8.01. Other Events

mPhase Technologies, Inc. (OTCBB:XDSL) announced today that it has terminated a \$2,000,000 Convertible Debenture issued on September 12, 2008 to LaJolla Cove Investors, Inc. effective as of March 16, 2011.

Item 9.01. Financial Statements and Exhibits

Exhibit No. Description

| | |
|-------------|------------------------------|
| <u>99.1</u> | <u>Termination Agreement</u> |
|-------------|------------------------------|

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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: March 17, 2011
