

MPHASE TECHNOLOGIES INC  
Form 8-K  
October 13, 2004

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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 29, 2004

### mPHASE TECHNOLOGIES, INC.

(Exact Name of Registrant as Specified in Charter)

New Jersey  
(State or Other  
Jurisdiction of  
Identification No.)

000-24969  
(Commission File  
Number)

22-2287503  
(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

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Item 3.02: Unregistered Sales of Equity Securities

a. Securities Sold: Sale of 950,000 units at \$.25 per unit consisting of (a) one share of common stock plus (b) a 5 year callable warrant to purchase one additional share of common stock at \$.25 plus (c) a 5 year callable warrant to purchase one additional share of common stock at \$.50. In the case of the warrants with a strike price of \$.25, such warrants may be called at \$.001 per share if the stock of the company closes for 20 consecutive trading days at or above \$.35 per share. In the case of the warrants with a strike price of \$.50 per share, such warrants may be called if the stock of the company closes for 20 consecutive trading days at a price at or above \$.75 per share. Closing date of sale - October 8, 2004.

b. Consideration

Aggregate offering price: \$237,500. Fees and expenses \$0

c. Exemption from Registration; Rule 506 of Regulation D of the Securities Act of 1933, as amended.

d. Terms of Conversion or Exercise: See item a above.

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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: October 12, 2004

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