

MPHASE TECHNOLOGIES INC  
Form 8-K  
July 29, 2011

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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): **July 29, 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**

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Item 8.01. Other Events

mPhase Technologies, Inc. ( XDSL ) has entered into a Letter of Intent to acquire 81% of the Common Stock of Energy Innovative Products for a combination of restricted common stock and warrants. A closing of the transaction is expected in October of 2011. All of the common stock will be subject to a lock-up agreement prohibiting any sale for a minimum period of 12 months from the closing date.

**Item 9.01. Financial Statements and Exhibits**

Exhibit      Description

99.1            Press Release

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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: July 29, 2011

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