

MPHASE TECHNOLOGIES INC  
Form SC 13D/A  
January 21, 2014

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D/A

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.

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(Name of Issuer)

COMMON STOCK, \$.001 VALUE

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(Title of Class of Securities)

62472C 10 2

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(CUSIP Number)

Martin Smiley  
mPhase Technologies Inc.  
587 Connecticut Avenue  
Norwalk, CT 06854  
(203) 838-2741

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

January 20, 2014

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(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).

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1 NAMES OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

MARTIN SMILEY

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 SOURCE OF FUNDS

OO

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

6 CITIZENSHIP OR PLACE OF ORGANIZATION

United States of America

7

SOLE VOTING POWER

Number of  
shares  
beneficially  
owned by  
each  
reporting  
person  
with

8

163,760,629 shares inclusive of options to purchase shares of common stock \*

SHARED VOTING POWER

9

None  
SOLE DISPOSITIVE POWER

10

163,760,629 shares inclusive of options and convertible notes to purchase shares of common stock \*

SHARED DISPOSITIVE POWER

None

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

163,760,629 \*

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

Does not include 12% convertible notes in the aggregate principal amount of \$364,461.46 as of January 15, 2014 convertible into 911,154,643 shares of common stock at \$.0004 per share contingent upon the availability of sufficient authorized shares.

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

3%

14 TYPE OF REPORTING PERSON

IN

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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, \$.001 value of mPhase Technologies, Inc. (the "Issuer"), whose principal executive offices are located at 587 Connecticut Avenue, Norwalk, Connecticut 06854-0566. 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 Martin Smiley. Mr. Smiley is a Director and the Executive Vice President, General Counsel and Chief Financial Officer of the Issuer. The principal place of business for mPhase Technologies Inc. is 587 Connecticut Avenue, Norwalk, Connecticut 06854-0566.

2(d), 2(e) During the past five years, Mr. Smiley 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. Smiley is a United States Citizen.

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

N/A

Item 4. Purpose of Transaction.

Mr. Smiley received 144,000,000 shares of common stock in exchange for \$57,729.45 of debt of the issuer on January 8, 2014.

Item 5. Interest in Securities of the Issuer.

5(a) and (b) Mr. Smiley beneficially owns an aggregate of 163,760,629 shares of Common Stock. Mr Smiley 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. Smiley beneficially owns directly 163,760,629 shares of Common Stock, inclusive of warrants/options, representing in the aggregate 3% of the total outstanding shares of the Common Stock.

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

5(d) No person other than Mr. Smiley 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.

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

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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 20, 2014

By:/s/ Martin Smiley  
Martin Smiley

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