

MPHASE TECHNOLOGIES INC
Form 15-12G/A
August 01, 2016

OMB APPROVAL

UNITED STATES

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SECURITIES AND EXCHANGE COMMISSION

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FORM 15/A

**CERTIFICATION OF WITDRAWAL OF PRIOR FORM 15 INDICATI NOTICE OF TERMINATION
OF REGISTRATION UNDER SECTION 12(g) OF THE SECURITIES EXCHANGE ACT OF 1934
OR SUSPENSION OF DUTY TO FILE REPORTS UNDER SECTIONS 13 AND 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934.**

Commission File Number: 000-302002

mPHASE TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

P.O.BOX 4111, CLIFTON, NEW JERSEY

(Address, including zip code, and telephone number, including area code, of registrant's principal executive offices)

Common Stock

(Title of each class of securities covered by this Form)

(Titles of all other classes of securities for which a duty to file reports under section 13(a) or 15(d) remains)

Please place an X in the box(es) to designate the appropriate rule provision(s) relied upon to terminate or suspend the duty to file reports:

Rule 12g-4(a)(1)
Rule 12g-4(a)(2)
Rule 12h-3(b)(1)(i)
Rule 12h-3(b)(1)(ii) (as amended by the Jobs Act)
Rule 15d-6
Rule 15d-22(b)

Approximate number of holders of record as of the certification or notice date: 802

Pursuant to the requirements of the Securities Exchange Act of 1934 (*Name of registrant as specified in charter*) has caused this certification/notice to be signed on its behalf by the undersigned duly authorized person.

Date: August 1, 2016 By: /s/ MARTIN SMILEY EVP, CFO & GC

EXPLANTORY NOTE: Company did not qualify for Form 15 since it has in excess of 500 shareholders

Instruction: This form is required by Rules 12g-4, 12h-3 and 15d-6 and 15d-22 of the General Rules and Regulations under the Securities Exchange Act of 1934. The registrant shall file with the Commission three copies of Form 15, one of which shall be manually signed. It may be signed by an officer of the registrant, by counsel or by any other duly authorized person. The name and title of the person signing the form shall be typed or printed under the signature.

SEC 2069 (08-11) Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.