



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

DIVISION OF  
CORPORATION FINANCE

July 7, 2015

Via e-mail

Necdet F. Ergul  
Chief Executive Officer  
Microphase Corporation  
587 Connecticut Avenue  
Norwalk, CT 06854

**Re: Microphase Corporation  
Registration Statement on Form 10  
Filed February 24, 2015  
File No. 000-55382**

Dear Mr. Ergul:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Amanda Ravitz

Amanda Ravitz  
Assistant Director

cc: (via e-mail) Scott E. Linsky