



DIVISION OF  
CORPORATION FINANCE

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

August 7, 2019

Anshu Bhatnagar  
Chief Executive Officer  
mPhase Technologies, Inc.  
9841 Washingtonian Blvd., Suite 390  
Gaithersburg, Md., 20878

**Re: mPhase Technologies, Inc.**  
**Registration Statement on Form S-1**  
**Filed July 22, 2019**  
**File No. 333-232746**

Dear Mr. Bhatnagar:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Heather Percival at 202-551-3498 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Electronics and Machinery

cc: Martin Smiley, Esq.