



If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

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- a. The reasons described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- b. The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, 11-K or Form N-SAR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q, or portion thereof will be filed on or before the fifth calendar day following the prescribed due date; and
- c. The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III -- NARRATIVE

State below in reasonable detail the reasons why the reports could not be filed within the prescribed time period.

Management took additional time to review and update for certain recent events and other information contained in this filing.

PART IV-- OTHER INFORMATION

1. Name and telephone number of person to contact in regard to this notification

Martin S. Smiley, Vice President (Name)	203 (Area Code)	838-2741 (Telephone Number)
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2. Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). Yes  
No

3. Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? Yes No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

PART IV - Item (3)

Explanation of the anticipated change in results of operations from the corresponding period for the last fiscal year.

Improvements to the Company's sales for the third quarter ended March 31, 2004 as compared to the period March 31, 2003 is expected.

**mPhase Technologies, Inc.**

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date May 17, 2004 By /s/ Martin S. Smiley  
Executive Vice President and Chief Financial Officer

Intentional misstatements or omissions of fact constitute Federal criminal violations (see 18U.S.C. 1001).

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