

XSUNX INC
Form 10-K/A
December 30, 2011

UNITED STATES

SECURITIES EXCHANGE COMMISSION

Washington, D.C.20549

FORM 10-K/A

(Amendment No. 1)

**ANNUAL REPORT PURSUANT TO
THE SECURITIES EXCHANGE ACT OF 1934**

For the Fiscal Year Ended September 30, 2011

Commission File Number 000-29621

XSUNX, INC.

(Exact Name of Registrant as Specified in Its Charter)

| | |
|--------------------------|---------------------|
| Colorado | 84-1384159 |
| (State of Incorporation) | (I.R.S. Employer |
| | Identification No.) |

65 Enterprise, Aliso Viejo, CA 92656

(Address of Principal Executive Offices) (Zip Code)

(949) 330-8060

(Registrant's Telephone Number)

Securities registered pursuant to Section 12(b) of the Act: Title of each class: **None**

Name of Each Exchange on which Registered: **N/A**

Securities registered pursuant to Section 12(g) of the Act:

Title of each class: **Common Stock, no par value per share**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.
Yes NO

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes NO

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months. Yes NO

Check if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company.

(Check one)

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act.)

(Check one): Yes NO

As of March 31, 2011, the aggregate market value of the registrant's common stock held by non-affiliates of the registrant was approximately \$16,378,994 million based on the closing price as reported on the OTCBB.

As of December 29, 2011, there were 231,998,637 shares of the registrant's company stock outstanding.

Explanatory Note

The purpose of this Amendment No. 1 to the registrant's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2011, filed with the Securities and Exchange Commission on December 29, 2011 (the "Form 10-K"), is solely to furnish Exhibit 101 to the Form 10-K which was originally filed with our Form 10-K but unfortunately was deleted during the filing process due to the name of the company being spelled as Xsunx, Inc. and not XSUNX INC. Exhibit 101 provides the financial statements and related notes from the Form 10-K formatted in XBRL (Extensible Business Reporting Language).

This Amendment No. 1 to the Form 10-K speaks as of the original filing date of the Form 10-K and does not contain any other changes.

SIGNATURES

Pursuant to the requirements of Section 13 or 15 (d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 29, 2011 XSUNX, INC.

By: /s/ Tom Djokovich
Name: Tom Djokovich
Title: CEO and Principal Accounting Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

/s/ Tom Djokovich
Tom Djokovich, Chief Executive Officer,
Principal Executive Officer, Principal
Financial and Accounting Officer, and Director December 29, 2011

/s/ Joseph Grimes
Joseph Grimes, President, Chief Operating Officer and Director December 29, 2011

/s/ Thomas Anderson
Thomas Anderson, Director December 29, 2011

/s/ Oz Fundingsland
Oz Fundingsland, Director December 29, 2011

/s/ Michael Russak
Michael Russak, Director December 29, 2011