

Edgar Filing: XSUNX INC - Form 8-K

XSUNX INC  
Form 8-K  
August 31, 2004

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report: August 27, 2004

XSUNX, INC.  
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(Exact name of registrant as specified in its charter)

Colorado ----- (State or other jurisdiction of incorporation)	000-29621 ----- (Commission File Number)	84-1384159 ----- (IRS Employer Identification No.)
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65 Enterprise, Aliso Viejo, CA 92656  
(New address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (949) 330-8060

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Section 1 - Registrant's Business and Operations

Item 1.01 Entry into a Material Definitive Agreement

None

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Item 1.02 Termination of a Material Definitive Agreement

None

Item 1.03 Bankruptcy or Receivership

None

### Section 2 - Financial Information

Item 2.01 Completion of Acquisition or Disposition of Assets

None

Item 2.02 Results of Operations and Financial Condition

None

Item 2.03 Creation of a Direct Financial Obligation or an Obligation Under an Off-Balance Sheet Arrangement of a Registrant

None

Item 2.04 Triggering Events That Accelerate or Increase a Direct Financial Obligation or an Obligation Under and Off-Balance Sheet Arrangement

None

Item 2.05 Costs Associated with Exit or Disposal Activities

None

Item 2.06 Material Impairments

None

### Section 3 - Securities Trading Markets

Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing

None

Item 3.02 - Unregistered Sales of Equity Securities

In furtherance of financing efforts the Company entered into a private placement agreement effective August 26, 2004 for the sale of up to 10,000,000 shares of common stock pursuant to Regulation S of the Act. The purchaser will have up to and until December 1, 2004 to deliver one or more purchase notices to the Company. The agreement provides for a variable purchase price based on a percentage of the closing bid price on the date of a purchase with a floor price of \$.25 net to the Company. The Company may terminate this agreement upon 3 days notice to the purchaser. The Company may, but cannot be assured, that the entire 10,000,000 shares will be purchased. The approximate net proceeds to the Company may vary depending on the total amount of shares purchased and the variables associated with closing bid prices and the Company's need for capital and at its option the waiver, if any, of the floor price. The purchaser intends to acquire the shares for their own account with no present intention of dividing their interest with others or of reselling or otherwise disposing of

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all or any portion of the shares. The shares were offered in a private transaction, which was not part of a distribution of the shares.

### Item 3.03 Material Modification to Rights of Security Holders

None

## Section 4 - Matters Related to Accountants and Financial Statements

### Item 4.01 Changes in Registrant's Certifying Account

None

### Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review

None.

## Section 5 - Corporate Governance and Mangement

### Item 5.01 Changes in Control of Registrant

None

### Item 5.02 Departure of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers

None

### Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year

None

### Item 5.04 Temporary Suspension of Trading Under Registrant's Employee Benefit Plans

None

### Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.

## Section 6 - [Reserved]

## Section 7 - Reulation FD

### Item 7.01 Regulation FD Disclosure

None

## Section 8 - Other Events

### Item 8.01 Other Events

Effective August 23, 2004, Zhi Wang resigned as Chairman and

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Director, and Jie Yang resigned as Vice-President and Director.

Section 9 - Financial Statements and Exhibits

Item 9.01 Financial Statements and Exhibits

None

SIGNATURES

Pursuant to the requirements 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: August 27, 2004

XSUNX, INC.

By: /s/ Tom Djokovich

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Tom Djokovich, CEO/President