

XSUNX INC  
Form 8-K  
May 21, 2014

**UNITED STATES**  
**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: May 20, 2014

**XSUNX, INC.**

(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  
Number)

65 ENTERPRISE, ALISO VIEJO, CA 92656  
(Address of Principal Executive Offices) (Zip Code)

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

(Former name or former address, if changed since last report)

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:

[ ]

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**

On May 20, 2014, the Company adopted the 2014 XSUNX, Inc. Stock Option and Award Plan to enable the Company to obtain and retain the services of the types of Employees, Consultants and Directors who will contribute to the Company's long range success and to provide incentives which are linked directly to increases in share value which will inure to the benefit of all stockholders of the Company. A total of 50,000,000 shares of common stock are authorized under the 2014 XSUNX, Inc. Stock Option and Award Plan. The 2007 Stock Option Plan is superseded by the newly adopted 2014 XSUNX, Inc. Stock Option and Award Plan. A copy of the 2014 XSUNX, Inc. Stock Option and Award Plan is attached hereto as Exhibit 10.1.

**SECTION 9 - FINANCIAL STATEMENTS AND EXHIBITS**

**Item 9.01 - Financial Statements and Exhibits**

**(d) Exhibits.** The following is a complete list of exhibits filed as part of this Report. Exhibit numbers correspond to the numbers in the exhibit table of Item 601 of Regulation S-K.

<b>Exhibit No.</b>	<b>Description</b>
10.1	2014 XSUNX, Inc. Stock Option and Award Plan



**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, hereunto duly authorized.

**XSUNX, INC.**

Date: May 21, 2014

By:

*/s/ Tom M. Djokovich*

Tom M. Djokovich  
Title: Chief Executive Officer