

## FORM 4

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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or  
Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
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(Print or Type Responses)

1. Name and Address of Reporting Person * DePalma James		2. Issuer Name and Ticker or Trading Symbol Nexus Lighting, Inc. [NEXS]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)				
(Last) (First) (Middle) C/O ASTON CAPITAL, LLC, 177 BROAD STREET		3. Date of Earliest Transaction (Month/Day/Year) 10/03/2012						
(Street) STAMFORD, CT 06901		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person				
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned						
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, par value \$0.001 per share			Code V	Amount	(A) or (D) Price	40,000	D	
Common Stock, par value \$0.001 per share	10/03/2012		C	17,552,769 (1)	A \$ 0.13	17,552,769 (1)	I	By limited liability company (1)

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)				5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
Series B Convertible Preferred Stock, par value \$0.001 per s	\$ 0.13	10/03/2012		C			228,186 (2)	(2)	(2)	Common Stock, par value \$0.001 per share	17,552,769 (1) (2)	\$ 0	371,814 (3)	I	By limited liability company (1)		

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DePalma James C/O ASTON CAPITAL, LLC, 177 BROAD STREET STAMFORD, CT 06901	X	X		

## Signatures

/s/ James A. DePalma	10/05/2012
Signature of Reporting Person	Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- On October 3, 2012, RVL 1 LLC ("RVL") converted 228,186 shares of Series B Convertible Preferred Stock, par value \$0.001 per share (the "Preferred Stock") into 17,552,769 shares of common stock, par value \$0.001 (the "Common Stock"). As of October 3, 2012, RVL held directly (i) 17,552,769 shares of Common Stock and (ii) 371,814 shares of Preferred Stock. Aston Capital LLC ("Aston") is the managing member of RVL. James A. DePalma is an officer of RVL and a member and officer of Aston. As a result of the foregoing, Mr. DePalma possesses the power to vote and to direct the disposition of the securities of Nexxus Lighting, Inc. (the "Company") beneficially owned by RVL and may be deemed to beneficially own such securities. Mr. DePalma's interest in the securities reported herein is limited to the extent of his pecuniary interest, if any.
- (1) The 228,186 shares of Preferred Stock are convertible into 17,552,769 shares of Common Stock at the option of the holder, RVL, at a conversion price of \$0.13 per share, subject to certain anti-dilution adjustments, and have no expiration date.
- The 371,814 shares of Preferred Stock are convertible into 28,601,076 shares of Common Stock at the option of the holder, RVL, at a conversion price of \$0.13 per share, subject to certain anti-dilution adjustments, and have no expiration date. As of October 3, 2012 there is an insufficient number of authorized shares of Common Stock to effect the full conversion of the Preferred Stock. Accordingly, as of October 3, 2012, the Company has reserved 1,824,317 shares of Common Stock for issuance upon conversion of 23,716 shares of Preferred Stock. The Company anticipates increasing the authorized number of Common Stock, at which point it will reserve the entire 28,601,076 shares of Common Stock necessary for the conversion of all of the Preferred Stock.
- (2) The 228,186 shares of Preferred Stock are convertible into 17,552,769 shares of Common Stock at the option of the holder, RVL, at a conversion price of \$0.13 per share, subject to certain anti-dilution adjustments, and have no expiration date.
- (3) The 371,814 shares of Preferred Stock are convertible into 28,601,076 shares of Common Stock at the option of the holder, RVL, at a conversion price of \$0.13 per share, subject to certain anti-dilution adjustments, and have no expiration date. As of October 3, 2012 there is an insufficient number of authorized shares of Common Stock to effect the full conversion of the Preferred Stock. Accordingly, as of October 3, 2012, the Company has reserved 1,824,317 shares of Common Stock for issuance upon conversion of 23,716 shares of Preferred Stock. The Company anticipates increasing the authorized number of Common Stock, at which point it will reserve the entire 28,601,076 shares of Common Stock necessary for the conversion of all of the Preferred Stock.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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