UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K/A

**CURRENT REPORT PURSUANT
TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934**

Date of report (Date of earliest event reported) April 30, 2008

Nexxus Lighting, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation)

0-23590	**59-3046866**
(Commission File Number)	**(IRS Employer Identification No.)**
124 Floyd Smith Drive, Suite 300, Charlotte, North Carolina	**28262**
(Address of Principal Executive Offices)	**(Zip Code)**

(704) 405-0416
(Registrant's Telephone Number, Including Area Code)

Not Applicable
(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 (*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))

EXPLANATORY NOTE

The purpose of this Report is to amend the Current Report on Form 8-K of Nexxus Lighting, Inc. ("Nexxus Lighting") filed with the United States Securities and Exchange Commission on May 1, 2008 related to the acquisition of Lumificient Corporation, a Minnesota corporation ("Lumificient") pursuant to the terms of a stock purchase agreement, dated as of April 30, 2008, by and among Nexxus Lighting, Lumificient and the shareholders of Lumificient. This Form 8-K/A amends the Form 8-K filed on May 1, 2008 to include the financial statements and pro forma financial information required by Item 9.01 of Form 8-K. The information previously reported under Item 2.01 in the Form 8-K filed on May 1, 2008 is hereby incorporated by reference into this Form 8-K/A.

Item 9.01 Financial Statements and Exhibits.

(a) Financial Statements of Business Acquired.

The financial statements of Lumificient required by Item 9.01(a) are filed as Exhibit 99.1 and Exhibit 99.2 to this Amendment and are incorporated herein by reference.

(b) Pro Forma Financial Information.

The pro forma financial information required by Item 9.01(b) is filed as Exhibit 99.3 to this Amendment and is incorporated herein by reference.

(d) Exhibits.

23.1 Consent of BDO Seidman, LLP Independent Registered Public Accountants

99.1 Audited Balance Sheets of Lumificient Technologies, LLC as of December 31, 2007 and 2006, and the related Statements of Operations, Statements of Members' Equity (Deficit), and Statements of Cash Flows for the years then ended, and the notes thereto.

99.2 The Unaudited Condensed Balance Sheet of Lumificient as of March 31, 2008 and the related Condensed Statement of Operations and Cash Flows for the three months ended March 31, 2008, and the notes thereto.

99.3 The Unaudited Pro Forma Condensed Consolidating Balance Sheet of Nexxus Lighting, Inc. as of March 31, 2008 and the Unaudited Pro Forma Condensed Consolidating Statements of Income for Nexxus Lighting, Inc. for the three months ended March 31, 2008, and for the year ended December 31, 2007, and the notes thereto.

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.

July 14, 2008

NEXXUS LIGHTING, INC.

/s/ John C. Oakley

Name: John C. Oakley
Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit Number	Description
23.1	Consent of BDO Seidman, LLP Independent Registered Public Accountants
99.1	Audited Balance Sheets of Lumificient Technologies, LLC as of December 31, 2007 and 2006, and the related Statements of Operations, Statements of Members' Equity (Deficit), and Statements of Cash Flows for the years then ended, and the notes thereto.
99.2	The Unaudited Condensed Balance Sheet of Lumificient as of March 31, 2008 and the related Condensed Statement of Operations and Cash Flows for the three months ended March 31, 2008, and the notes thereto.
99.3	The Unaudited Pro Forma Condensed Consolidating Balance Sheet of Nexxus Lighting, Inc. as of March 31, 2008 and the Unaudited Pro Forma Condensed Consolidating Statements of Income for Nexxus Lighting, Inc. for the three months ended March 31, 2008, and for the year ended December 31, 2007, and the notes thereto.

Exhibit 23.1

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We hereby consent to the incorporation by reference in the Registration Statements on Form S-8 (Nos. 333-150778, 333-23689, 333-32007, 333-70781, and 333-123984) and Form S-3 (No. 333-140286) of Nexxus Lighting, Inc. of our report dated July 2, 2008, relating to the financial statements of Lumificient Technologies, LLC which appear in this Form 8-K/A.

/s/ BDO Seidman, LLP
Charlotte, North Carolina

July 14, 2008

Exhibit 99.1

Lumificient Technologies, LLC

Financial Statements
Years Ended December 31, 2007 and 2006

Contents

Independent Auditors' Report

To the Members
Lumificient Technologies, LLC
Maple Grove, Minnesota

We have audited the accompanying balance sheets of **Lumificient Technologies, LLC** as of December 31, 2007 and 2006, and the related statements of operations, members' equity (deficit), and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audits to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control over financial reporting. Accordingly, we express no such opinion. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of **Lumificient Technologies, LLC** at December 31, 2007 and 2006, and the results of its operations and cash flows for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

BDO Seidman, LLP

July 2, 2008

December 31,	2007	2006
Assets (Notes 4 and 5)		
Current assets:		
Cash	**$ 13,532**	$ —
Accounts receivable, net of allowances (Note 1)	**327,585**	321,458
Inventories, net of reserves (Notes 2 and 7)	**695,802**	566,079
Total current assets	**1,036,919**	887,537
Property and equipment, net (Notes 3 and 5)	**149,338**	169,557
Other assets	**45,722**	18,484
Total assets	**$1,231,979**	$1,075,578
Liabilities and Members' Deficit		
Current liabilities:		
Line-of-credit (Note 4)	**$ 250,000**	$ 136,811
Accounts payable (Note 9)	**716,951**	300,624
Accrued expenses and other liabilities	**116,646**	80,674
Current portion of long-term debt (Note 5)	**78,532**	71,076
Due to members (Note 9)	**105,000**	—
Total current liabilities	**1,267,129**	589,185
Long-term debt, net of current portion (Note 5)	**507,783**	589,837
Total liabilities	**1,774,912**	1,179,022
Commitments and contingencies (Notes 6, 8 and 9)		
Members' deficit	**(542,933)**	(103,444)
Total liabilities and members' deficit	**$1,231,979**	$1,075,578

See accompanying summary of significant accounting policies and notes to financial statements.

Years Ended December 31,	2007	2006
Sales	**$2,230,008**	$2,119,621
Cost of sales (Note 7)	**1,378,548**	1,199,826
Gross profit	**851,460**	919,795
Operating expenses:		
Salaries and related expenses	**669,641**	527,211
Rent expense	**68,830**	34,977
Selling, general and administrative expenses	**535,511**	446,414
Depreciation and amortization	**49,266**	44,519
Interest expense	**67,701**	78,925
Total operating expenses	**1,390,949**	1,132,046
Net loss	**$ (539,489)**	$ (212,251)

See accompanying summary of significant accounting policies and notes to financial statements.

	Members' Equity (Deficit)
Balance, January 1, 2006	$ 108,807
Net loss	(212,251)
Balance, December 31, 2006	(103,444)
Member contributions	100,000
Net loss	(539,489)
Balance, December 31, 2007	**$ (542,933)**

See accompanying summary of significant accounting policies and notes to financial statements.

Lumificient Technologies, LLC

Statements of Cash Flows

Years Ended December 31,	**2007**	**2006**
Cash flows from operating activities:		
Net loss	**$(539,489)**	$(212,251)
Adjustments to reconcile net loss to net cash used in operating activities:		
Allowance for doubtful accounts	**37,927**	—
Depreciation and amortization	**49,266**	44,519
Change in assets and liabilities:		
Accounts receivable	**(44,054)**	(54,504)
Inventories	**(129,723)**	(110,724)
Other assets	**(27,238)**	420
Accounts payable	**416,327**	34,536
Accrued expenses and other current liabilities	**35,972**	1,323
Total adjustments	**338,477**	(84,430)
Net cash used in operating activities	**(201,012)**	(296,681)
Cash flows used in investing activities—		
Purchases of property and equipment	**(29,047)**	(100,544)
Cash flows from financing activities:		
Proceeds from (repayment of) short-term borrowings, net	**113,189**	(3,689)
Proceeds from long-term borrowings	**—**	453,400
Repayment of long-term borrowings	**(74,598)**	(52,486)
Advances from members	**105,000**	—
Member contributions	**100,000**	—
Net cash provided by financing activities	**243,591**	397,225
Net increase in cash	**13,532**	—
Cash, beginning of year	**—**	—
Cash, end of year	**$ 13,532**	$ —
Supplemental disclosures of cash flow information—		
Cash paid for interest	**$ 67,701**	$ 78,925

See accompanying summary of significant accounting policies and notes to financial statements.

Organization and Nature of Operations

Lumificient Technologies, LLC, a Delaware limited liability company, (the "Company") designs, manufactures, and sells solid state lighting/LED illumination solutions. The Company's major markets include the sign industry where its HYPERION R-Lite™ is utilized as a sign illumination system for channel letter, backlighting of letters and other sign lighting needs. The Company also produces LUMEON 360™, which is a border accent tube that is often utilized to accent the outside border of buildings and for other accent lighting needs. The Company also designs and manufacturers customized LED lighting solutions for manufacturers where it currently supplies vending machine and coffee dispensing companies with its custom LED illumination. The Company also serves the general illumination market where it utilizes its HYPERION R-Lite™ solution for cove, under/over cabinet, light boxes, and accent lighting applications.

Use of Estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Cash

Cash consists of funds held on deposit by the Company's banks. At various times throughout the year, the funds may exceed the $100,000 FDIC insurance limit.

Accounts Receivable

Accounts receivable are customer obligations due under normal trade terms. The Company performs continuing credit evaluations of its customers' financial condition. The Company records an allowance for doubtful accounts based on specifically identified amounts that it believes to be uncollectible. Recovery of bad debt amounts previously written-off is recorded as a reduction of bad debt expense in the period the payment is collected. If the Company's actual collection experience changes, revisions to its allowance may be required. After all attempts to collect a receivable have failed, the receivable is written off against the allowance.

Inventories

Inventories are stated at the lower of cost or market. Cost is computed on a first-in, first-out basis.

Property and Equipment

Property and equipment are stated at cost less accumulated depreciation and amortization. Depreciation and amortization is provided on the straight-line method and is charged to operations over the estimated useful lives of the assets. The estimated useful lives of property and equipment are as follows:

	Years
Machinery and equipment	5
Furniture and fixtures	5-7
Computer equipment	5
Transportation equipment	5
Leasehold improvements	5*

* The leasehold improvements are amortized over their estimated useful lives, which is less than the related lease term.

Long-Lived Assets

The Company periodically evaluates the recoverability of its long-lived assets in accordance with Statement of Financial Accounting Standards (“SFAS”) No. 144, *Accounting for the Impairment or Disposal of Long-Lived Assets*, based on expected undiscounted cash flows and will recognize impairment of the carrying value of long-lived assets, if any is indicated, based on the fair value of such assets. There were no impairments during 2007 and 2006.

Revenue Recognition

Revenue from the sale of products is recognized upon shipment; provided persuasive evidence of a sales agreement exists, both title and risk of loss have passed to the customer, the price is fixed and determinable and collection is reasonably assured. The Company’s products typically carry a one-year limited warranty that includes replacement of defective parts. A reserve for estimated future warranty costs is recorded which is based on historical warranty claims.

Shipping and Handling

The Company includes amount billed to customers for shipping and handling in net revenues. Shipping and handling expenses are included in cost of sales.

Research and Development

Research and development costs to develop new products are charged to expense as incurred. Total costs were approximately $31,000 and $25,000 in 2007 and 2006 respectively.

Advertising

Advertising costs, included in selling, general and administrative expenses, are expensed when the advertising first takes place. The Company promotes its product lines primarily through print media and trade shows, including trade publications, and promotional brochures. Advertising expenses were approximately $108,000 and $50,000 in 2007 and 2006, respectively.

Income Taxes

The Company is organized as a Limited Liability Company and has elected to be taxed under the Subchapter S Corporation provisions of the Internal Revenue Code. These provisions provide that the taxable income of the Company be included in the tax returns of the members. Accordingly, no provision or benefit for income taxes has been provided.

New Accounting Pronouncements

In September 2006, the Financial Accounting Standards Board ("FASB') issued SFAS No. 157, *Fair Value Measurements*. This statement defines fair value, establishes a framework for measuring fair value in generally accepted accounting principles and expands disclosures about fair value measurements. This statement does not require any new fair value measurements. This statement is expected to be applied prospectively and is effective for financial statements issued for fiscal years beginning after November 15, 2007 and interim periods within those fiscal years. However, on February 12, 2008, the FASB issued FSP FAS 157-2 which delays the effective date of SFAS 157 for all nonfinancial assets and nonfinancial liabilities, except those that are recognized or disclosed at fair value in the financial statements on a recurring basis (at least annually). This FSP partially defers the effective date of Statement 157 to fiscal years beginning after November 15, 2008, and interim periods within those fiscal years for items within the scope of this FSP. The Company is currently assessing the impact that SFAS No. 157 may have on its financial statements.

In February 2007, FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities — Including an amendment of FASB Statement No. 115*, which permits entities to choose to measure many financial instruments and certain other items at fair value that are not currently required to be measured at fair value. The objective of SFAS No. 159 is to improve financial reporting by providing entities with the opportunity to mitigate volatility in reported earnings caused by measuring related assets and liabilities differently without having to apply complex hedge accounting provisions. SFAS No. 159 also establishes presentation and disclosure requirements designed to facilitate comparisons between entities that choose different measurement attributes for similar types of assets and liabilities. SFAS No. 159 does not affect any existing accounting literature that requires certain assets and liabilities to be carried at fair value, nor does it eliminate disclosure requirements included in other accounting standards, including requirements for disclosures about fair value measurements included in SFAS No. 157, *Fair Value Measurements, and SFAS No. 107, Disclosures about Fair Value of Financial Instruments*. SFAS No. 159 is effective for the Company’s coming fiscal year, which will end December 31, 2008. The Company is currently assessing the impact that the adoption of SFAS No. 159 may have on its financial statements.

In December 2007, the FASB issued SFAS No. 141 (Revised), *Business Combination* ("SFAS No. 141(R)"), replacing SFAS No. 141, *Business Combinations* ("SFAS No. 141"). SFAS No. 141(R) retains the fundamental requirements of SFAS No. 141, broadens its scope by applying the acquisition method to all transactions and other events in which one entity obtains control over one or more other businesses, and requires, among other things, that assets acquired and liabilities assumed be measured at fair value as of the acquisition date, that liabilities related to contingent consideration be recognized at the acquisition date and remeasured at fair value in each subsequent reporting period, that acquisition-related costs be expensed as incurred, and that income be recognized if the fair value of the net assets acquired exceeds the fair value of the consideration transferred. SFAS No. 141 (R) is to be applied prospectively in financial statements issued for fiscal years beginning after December 15, 2008. The Company is currently assessing the impact that the adoption of SFAS No. 141 (R) may have on its financial statements.

1. Accounts Receivable

Accounts receivable consist of the following:

December 31,	2007	2006
Accounts receivable	**$407,109**	$363,055
Less: allowance for doubtful accounts	**(79,524)**	(41,597)
Accounts receivable, net	**$327,585**	$321,458

2. Inventories

Inventories consist of the following:

December 31,	2007	2006
Raw materials	**$ 707,868**	$483,311
Finished goods	**154,017**	167,087
	861,885	650,398
Less: reserve for obsolescence	**(166,083)**	(84,319)
Inventories, net	**$ 695,802**	$566,079

3. Property and Equipment

Property and equipment consist of the following:

December 31,	2007	2006
Machinery and equipment	**$ 123,632**	$ 98,807
Furniture and fixtures	**13,398**	10,619
Computer equipment	**61,410**	58,582
Transportation equipment	**60,107**	62,068
Leasehold improvements	**26,855**	26,279
	285,402	256,355
Less: accumulated depreciation and amortization	**(136,064)**	(86,798)
Property and equipment, net	**$ 149,338**	$169,557

Depreciation and amortization expense of $49,266 and $42,239 is included in the statements of operations for the years ended December 31, 2007 and 2006, respectively.

4. Line-of-Credit

The Company has a $250,000 revolving credit facility with a financial institution to finance trade-related working capital needs. The credit facility bears interest at the bank's Prime Rate plus 0.25% (effectively 7.75% and 8.50% at December 31, 2007 and 2006, respectively). The Company has utilized $250,000 and $136,811 of this credit facility at December 31, 2007 and 2006, respectively. The Company's business assets are pledged as collateral under the credit facility. The credit facility is callable upon demand by the financial institution and interest is payable monthly.

5. Long-Term Debt

Long-term debts consists of the following:

December 31,	**2007**	**2006**
Term loan with interest at Prime plus 0.25%; 82 monthly principal and interest payments of $4,367 and two final payments of $3,990 due in March 2012 and April 2012, respectively; collateralized by the Company's business assets.	**$180,599**	$211,793
Term loan with interest at Prime plus 0.25%; 120 monthly principal and interest payments of $5,438 with the final payment due in April 2016; collateralized by the Company's business assets.	**368,649**	393,345
Various loans for the purchase of vehicles; due in monthly installments ranging from $421 to $568; interest rates on these loans ranged from 7.8% to 8.25%; maturities ranging from July 2009 to August 2011; collateralized by the Company's vehicles.	**37,067**	55,775
Total long-term debt	**586,315**	660,913
Less: current portion	**(78,532)**	(71,076)
Non-current portion	**$507,783**	$589,837

Annual maturities of long-term debt at December 31, 2007 are as follows:

2008	$ 78,532
2009	83,903
2010	88,605
2011	94,485
2012	60,713
2013 and thereafter	180,077
	$586,315

6. Leases

On January 20, 2005, the Company entered into a 5-year operating lease agreement. Pursuant to the lease, the Company relocated to approximately 13,200 square feet of office, distribution and light manufacturing space in Maple Grove, Minnesota. In addition to base rent, the Company is required to pay their proportionate share of the property's operating expenses, including property taxes on personal property of the Company on the premises, comprehensive general liability insurance, as well as fire insurance on personal property owned by the Company.

The future minimum payments, under this lease as of December 31, 2007 are as follows:

2008	$ 63,000
2009	64,000
2010	11,000
	$138,000

7. Major Suppliers

The Company made purchases from a major LED supplier, Cecol Inc., and a major electronic materials supplier, ExLite OptoElectronics Co., representing approximately 60% of total net purchases for the years ended December 31, 2007 and 2006.

8. Contingencies

In the ordinary course of business the Company may become a party to various legal proceedings generally involving contractual matters, infringement actions, product liability claims and other matters. In the opinion of management, the ultimate disposition of such litigation should not have a material adverse effect on the financial statements of the Company.

9. Related Party Transactions

The Company has accounts payable to an entity owned by one of its members for inventory purchases. This accounts payable balance was $56,000 and $53,000 at December 31, 2007 and 2006, respectively. The amounts are included in accounts payable on the accompanying balance sheet.

The Company also has non-interest bearing advances of $105,000 at December 31, 2007 from certain members for working capital needs. These advances have no set maturity date and are unsecured.

10. Subsequent Events

Sale of the Company

On January 10, 2008, Lumificient Corporation, a Minnesota Corporation, purchased all of the assets and liabilities of the Company, as stated in the acquisition agreement, for one dollar.

Sale of Lumificient Corporation

On April 30, 2008, Nexxus Lighting, Inc. (NASDAQ: NEXS) purchased all the outstanding stock of Lumificient Corporation. Under the terms of the stock purchase agreement, the shareholders of Lumificient Corporation received cash consideration of $1.1 million and 475,000 shares of Nexxus Lighting, Inc. unregistered common stock. In addition, based upon certain future earn-out formulations, additional shares of Nexxus Lighting, Inc. common stock could be earned by Lumificient Corporation's shareholders.

Lumificient Corporation will operate as a wholly-owned subsidiary of Nexxus Lighting, Inc. and continue to operate out of its manufacturing facility in Maple Grove, Minnesota.

Debt

On January 10, 2008, the short-term borrowing in Note 4 and long-term debt in Note 5 were fully repaid. These borrowings were refinanced through a credit facility in the amount of $1,500,000. The credit facility had a balance of $1,233,169 on January 10, 2008. The credit facility bears interest at Prime plus 1% (effectively 7% at January 10, 2008), is callable upon demand by the bank, and interest is payable monthly. On May 1, 2008, this credit facility was paid off in connection with Nexxus Lighting Inc.'s purchase of Lumificient Corporation stock.

Exhibit 99.2

LUMIFICIENT CORPORATION

Unaudited Condensed Financial Statements

March 31, 2008

Lumificient Corporation
Condensed Balance Sheet

	(Unaudited) March 31, 2008
ASSETS	
Current Assets:	
Cash	$ 11,824
Trade accounts receivable, less allowance for doubtful accounts of $32,600	390,676
Inventories	792,806
Prepaid expenses	39,673
Total current assets	1,234,979
Property and Equipment:	
Machinery and equipment	114,898
Furniture and fixtures	8,695
Computers and software	45,918
Autos & Trucks	35,773
Leasehold improvements	10,887
	216,171
Accumulated depreciation and amortization	(11,164)
Net property and equipment	205,007
Patents, net of accumulated amortization of $1,957	36,979
Goodwill	529,864
	$ 2,006,829
Liabilities and Stockholder's Equity	
Current Liabilities:	
Accounts payable	$ 620,679
Accrued liabilities	66,229
Line of credit	1,233,169
Current portion of notes payable	105,000
Total current liabilities	2,025,077
Long term portion of notes payable	38,520
Total liabilities	2,063,597
Stockholder's Equity:	
Common stock, no par value, 1,248,440 shares authorized, issued and outstanding	—
Retained earnings	(56,768)
Total stockholder's equity	(56,768)
	$ 2,006,829

See accompanying notes to the unaudited condensed financial statements.

Lumificient Corporation
Condensed Statement of Operations (Unaudited)

	For Three Months Ended March 31, 2008
Revenues	$ 837,575
Cost of sales	472,297
Gross profit	365,278
Operating expenses:	
Salaries and related expenses	190,183
Selling, general and administrative	143,255
Rent expense	14,595
Depreciation and amortization	13,121
Total operating expenses	361,154
Operating income	4,124
Interest expense	(60,892)
Net loss	$ (56,768)

See accompanying notes to the unaudited condensed financial statements.

Lumificient Corporation
Condensed Statement of Cash Flows (Unaudited)

	For Three Months Ended March 31, 2008
Cash flows from operating activities:	
Net loss	$ (56,768)
Adjustments to reconcile net loss to net cash provided by operating activities:	
Depreciation	11,164
Amortization of intangible assets and other assets	1,957
Loss on Disposal of Equipment	11,179
Changes in operating assets & liabilities	
(Increase) decrease in:	
Accounts receivable, net	(92,265)
Inventories	(80,903)
Other Assets	(9,178)
Increase (decrease) in:	
Accounts payable	(208,798)
Accrued expenses	48,698
Total adjustments	(318,146)
Net cash flows used in operating activities	(374,914)
Cash flows from investing activities:	
Acquisition of Lumificient Technologies, LLC, net of cash acquired	23,512
Acquisition of patents	(3,826)
Purchases of property and equipment	(68,567)
Net cash flows used in investing activities	(48,881)
Cash flows from financing activities:	
Proceeds from short-term borrowings	1,234,866
Repayment of long-term borrowings	(799,247)
Net cash flows provided by financing activities	435,619
Net increase in cash	11,824
Cash, beginning of period	—
Cash, end of period	$ 11,824
Supplemental Disclosure of Cash Flow Information:	
Cash paid during the period for interest	$ 21,340

See accompanying notes to the unaudited condensed financial statements.

Lumificient Corporation

Notes to Condensed Financial Statements (unaudited)

The accompanying condensed financial statements of Lumificient Corporation (the "Company") are unaudited, but in the opinion of management, reflect all adjustments (consisting only of normal recurring adjustments) necessary to fairly state the Company's financial position, results of operations and cash flows as of and for the date and period presented. The financial statements of the Company are prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information.

These unaudited condensed financial statements should be read in conjunction with the audited annual statements of Lumificient Technologies, LLC for the year ended December 31, 2007. The results of operations for the three months ended March 31, 2008 are not necessarily indicative of the results that may be expected for the entire year ending December 31, 2008 or any future period.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Revenue recognition – Generally, the Company recognizes revenue for its products upon shipment to customers, provided no significant obligations remain and collection is probable. The Company's products typically carry a one-year limited warranty that includes replacement of defective parts. A reserve for estimated future warranty costs was recorded which is based on historical warranty claims.

Income taxes – Income taxes are provided for the tax effects of transactions reported in the financial statements and consist of taxes currently due plus deferred taxes resulting from temporary differences. Such temporary differences result from differences in the carrying value of assets and liabilities for tax and financial reporting purposes. The deferred tax assets and liabilities represent the future tax consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. The Company files income tax returns in the U.S. federal jurisdiction and various states.

The Company has not recognized a liability as a result of the implementation of FASB Interpretation 48. A reconciliation of the beginning and ending amount of unrecognized tax benefits has not been provided since there is no unrecognized benefit as of the date of adoption. The Company has not recognized interest expense or penalties as a result of the implementation of Interpretation 48. If there were an unrecognized tax benefit, the Company would recognize interest accrued related to unrecognized tax benefits in interest expense and penalties in operating expenses. Valuation allowances are established when necessary to reduce deferred tax assets to the amount expected to be realized.

Recent accounting pronouncements – In December 2007, the Financial Accounting Standards Board ("FASB") issued Statement 141R, "Business Combinations" (SFAS 141R), which applies to all transactions or other events in which an entity obtains control of one or more businesses, including those sometimes referred to as "true mergers" or "mergers of equals" and combinations achieved without the transfer of consideration. This statement replaces FASB Statement No. 141 and applies to all business entities, including mutual entities that previously used the pooling-of-interests method of accounting for some business combinations. The Company is assessing the impact SFAS 141R will have on its financial statements.

In February 2008, the FASB issued FASB Staff Position 157-1, Application of FASB Statement No. 157 to FASB Statement No. 13 and Other Accounting Pronouncements That Address Fair Value Measurements for Purposes of Lease Classification or Measurement under Statement 13 ("FSP 157-1"). FSP 157-1 amends SFAS 157 to remove certain leasing transactions from its scope. In addition, on February 12, 2008, the FASB issued FSP FAS 157-2, Effective Date of FASB Statement No. 157, which amends SFAS 157 by delaying its effective date by one year for non-financial assets and non-financial liabilities, except for items that are recognized or disclosed at fair value in the financial statements on a recurring basis. This pronouncement was effective upon issuance. We have deferred the adoption of SFAS 157 with respect to all non-financial assets and liabilities in accordance with the provisions of this pronouncement. On January 1, 2009, SFAS 157 will be applied to all other fair value measurements for which the application was deferred under FSP FAS 157-2. The Company is currently assessing the impact SFAS 157 will have in relation to non-financial assets and liabilities on its financial statements.

In April 2008, the FASB issued FSP No. FAS 142-3, "Determination of the Useful Life of Intangible Assets." This FSP amends the factors that should be considered in developing renewal or extension assumptions used to determine the useful life of a recognized intangible asset under SFAS No. 142, "Goodwill and Other Intangible Assets" ("SFAS No. 142"). This FSP also adds certain disclosures to those already prescribed in SFAS No. 142. FSP No. FAS 142-3 becomes effective for fiscal years, and interim periods within those fiscal years, beginning in the Company's fiscal year 2010. The guidance for determining useful lives.

Lumificient Corporation
Notes to Condensed Financial Statements (unaudited)

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:

Recent accounting pronouncements (con't) – must be applied prospectively to intangible assets acquired after the effective date. The disclosure requirements must be applied prospectively to all intangible assets recognized as of the effective date. The Company is currently assessing the impact FSP No. FAS 142-3 will have on its financial statements.

2. ACQUISITION OF LUMIFICIENT TECHNOLOGIES, LLC:

On January 10, 2008, the Company acquired Lumificient Technologies, LLC ("Technologies"), of which a principal owner is the majority shareholder in the Company, for the purchase price of $31,060, including acquisition costs of $31,059. In accordance with the purchase method of accounting, the total purchase price is allocated to the tangible and identifiable intangible assets and the liabilities of Technologies based on their estimated fair values as of January 10, 2008.

The excess of the purchase price over the fair value of acquired assets and liabilities is allocated to goodwill. The preliminary allocation of the purchase price follows:

Cash	$ 23,512
Accounts receivable	298,411
Inventories	711,904
Other current assets	61,554
Property, plant and equipment	158,784
Goodwill	529,864
Other intangible assets	35,108
Accounts payable	(829,475)
Accrued expenses	(17,532)
Assumed Debt	(941,070)
Purchase price	$ 31,060

The allocation above is subject to adjustment pending the gathering of additional information, as it becomes available. Accordingly, all amounts above may change as the purchase price allocation is finalized.

The Company's statement of operations does not include the sales and earnings of Technologies prior to the date of the acquisition. On an unaudited pro forma basis, assuming that the acquisition had occurred at January 1, 2008, the Company's results for the three months ended March 31, 2008 would have been as follows:

	Three Months Ended March 31, 2008
Revenue	$ 933,972
Net loss	$ (43,736)

These pro forma amounts do not purport to show the exact results that would have actually been obtained if the acquisition had occurred as of the beginning of the period presented or that may be obtained in the future.

3. INVENTORIES:

Inventories consist of the following:

	(Unaudited) March 31, 2008
Raw materials	$ 538,272
Finished goods	420,617
	958,889
Less reserve for obsolescence	(166,083)
Net inventories	$ 792,806

4. LINE OF CREDIT:

On January 10, 2008, the Company entered into a $1.5 million Loan Agreement which expires on April 10, 2008. The agreement is secured by substantially all of the assets of the Company and includes certain covenants of which the Company was in compliance at March 31, 2008. Subsequent to March 31, 2008, the agreement was extended to July 15, 2008. As of March 31, 2008, the loan had an outstanding amount of $1,233,169. The loan bears interest at the bank's Prime Rate plus 1% (effectively 6.25% at March 31, 2008). On May 1, 2008, this loan was paid off in connection with the purchase of all of the Company's outstanding stock by Nexxus Lighting, Inc. on April 30, 2008 (see Note 7).

5. CAPITAL STOCK:

At March 31, 2008 the Company had 1,248,440 authorized and issued shares of no par Common Stock. All shares are held by the Company's President and the Chief Executive Officer.

6. CONTINGENCIES:

The Company is not currently a party to any pending legal proceedings. In the ordinary course of business the Company may become a party to various legal proceedings generally involving contractual matters, infringement actions, product liability claims and other matters.

7. SUBSEQUENT EVENT:

On April 30, 2008, all the outstanding shares of the Company were acquired by Nexxus Lighting, Inc. in consideration for a combination of stock and cash.

Exhibit 99.3

Unaudited Pro Forma Condensed Consolidating Financial Statements

On April 30, 2008 Nexxus Lighting, Inc. ("Nexxus") completed its acquisition of Lumificient Corporation ("Lumificient"). The following unaudited pro forma condensed consolidated financial statements have been prepared to give effect to the completed acquisition, which was accounted for as a purchase.

The unaudited pro forma condensed consolidating balance sheet as of March 31, 2008, and the unaudited pro forma condensed consolidating statements of operations for the three months ended March 31, 2008 and the year ended December 31, 2007, are presented herein. The unaudited pro forma condensed consolidating balance sheet was prepared using the historical balance sheets of Nexxus and Lumificient as of March 31, 2008. The unaudited pro forma condensed consolidating statement of operations was prepared using the historical statements of operations of Nexxus and Lumificient for the three months ended March 31, 2008. The unaudited pro forma condensed consolidating statement of operations for the year ended December 31, 2007 was prepared using the historical statements of operations of Nexxus and Lumificient Technologies, LLC ("Lumificient Technologies"). Lumificient Corporation acquired all of the assets and assumed certain of the liabilities of Lumificient Technologies on January 10, 2008.

The unaudited pro forma condensed consolidating balance sheet gives effect to the acquisition as if it had been completed on March 31, 2008, and consolidates the unaudited condensed balance sheets of Nexxus and Lumificient. The unaudited pro forma condensed consolidating statements of operations for the three months ended March 31, 2008 and for the year ended December 31, 2007 gives effect to the acquisition as if it had occurred on January 1, 2007.

The unaudited pro forma condensed consolidated financial statements presented are based on the assumptions and adjustments described in the accompanying notes. The unaudited pro forma condensed consolidating financial statements are presented for illustrative purposes and do not purport to represent what the financial position or results of operations actually would have been if the events described above occurred as of the dates indicated or what such financial position or results would be for any future periods. The unaudited pro forma condensed consolidating financial statements, and the accompanying notes, are based upon the respective historical consolidated financial statements of Nexxus, Lumificient, and Lumificient Technologies and should be read in conjunction with Nexxus's historical financial statements and related notes, Nexxus's "Management's Discussion and Analysis of Financial Condition and Results of Operation" contained in Nexxus's Annual Report on Form 10-KSB for the year ended December 31, 2007 and Form 10-Q for the three months ended March 31, 2008, Lumificient Technologies' financial statements, and Lumificient's financial statements presented herein.

Nexxus Lighting, Inc.

Unaudited Pro Forma Condensed Consolidating Balance Sheet

	As of March 31, 2008				
	Historical Nexxus	Historical Lumificient Corporation	Pro Forma Adjustments		Pro Forma Consolidated
ASSETS:					
Current Assets:					
Cash & cash equivalents	$ 2,579,107	$ 11,824	($ 900,000)	A	$ 449,162
			(1,241,769)	A	
Restricted investments	500,000	—			500,000
Investments	875,000	—			875,000
Trade accounts receivable, net of allowance for doubtful accounts	1,625,738	390,676			2,016,414
Inventories, net of reserve	3,398,253	792,806			4,191,060
Prepaid expenses	498,662	39,673			538,335
Other assets	35,156	—			35,156
Total current assets	9,511,916	1,234,979	(2,141,769)		8,605,127
Property and equipment	4,502,437	216,171	(148,961)	B	4,707,444
Accumulated depreciation and amortization	(3,096,056)	(11,164)	148,961	B	(3,096,056)
Net property and equipment	1,406,381	205,007	—		1,611,388
Deposits on equipment	91,928				91,928
Patents and trademarks, net of accumulated amortization	309,487	36,979			346,466
Goodwill	2,893,039	529,864	4,317,138	C	7,181,176
			(529,864)	C	
Other assets	209,777	—	—		209,777
	$ 14,422,528	$2,006,829	$ 1,645,505		$ 18,074,863
LIABILITIES AND STOCKHOLDERS' EQUITY					
Current Liabilities:					
Accounts payable	$ 1,657,510	$ 620,679	$ —		$ 2,278,189
Accrued liabilities	—	66,229	236,956	D	303,185
Accrued compensation and benefits	268,360	—			268,360
Revolving line of credit	1,360,241	—	—		1,360,241
Current portion of deferred rent	53,832	—			53,832
Line of credit	—	1,233,169	(1,233,169)	E	—
Current portion of notes payable	—	105,000	—		105,000
Current portion of payable due to related party under acquisition agreement	218,250	—	100,000	E	318,250
Deposits	114,187	—			114,187
Total current liabilities	3,672,380	2,025,077	(896,213)		4,801,244
Long term portion of notes payable	—	38,520	(8,600)	E	29,920
Long term portion of payable due to related party under acquisition agreement	100,000		100,000	E	200,000
Deferred rent, less current portion	202,419	—	—		202,419
Total liabilities	3,974,799	2,063,597	(804,813)		5,233,583
Stockholders' Equity					
Common Stock	7,591	—	475	F	8,066
Additional paid-in capital	22,388,907	—	2,393,075	F	24,781,982
Accumulated deficit	(11,948,769)	(56,768)	56,768	F	(11,948,769)
Total stockholders' equity	10,447,729	(56,768)	2,420,843		12,841,279
	$ 14,422,528	$2,006,829	$ 1,645,505		$ 18,074,863

See accompanying notes to the unaudited pro forma condensed consolidating financial statements.

Nexxus Lighting, Inc.
Unaudited Pro Forma Condensed Consolidating Statements of Operations

	For the three months ended March 31, 2008				
	Historical Nexxus	Historical Lumificient Corporation	Pro Forma Adjustments		Pro Forma Consolidated
Revenues	$ 3,019,234	$ 837,575	$ —		$ 3,856,809
Cost of sales	2,224,283	472,297	—		2,696,580
Gross Profit	794,951	365,278	—		1,160,229
Operating expenses:					
Selling, general and administrative	1,914,691	361,154	—		2,275,845
Research and development	124,729	—	—		124,729
Total operating expenses	2,039,420	361,154	—		2,400,574
Operating Income (Loss)	(1,244,469)	4,124	—		(1,240,345)
Non-Operating Income (Expense):					
Interest income	24,318	—	(16,735)	G	7,583
Interest expense	(26,169)	(60,892)	60,892	G	(26,169)
Other income (expense)	4,452	—	—		4,452
Total non-operating income (expense)	2,601	(60,892)	44,157		(14,134)
Net Income (Loss)	$(1,241,868)	$ (56,768)	$ 44,157		$(1,254,479)
Loss Per Common Share:					
Basic and diluted loss per share	$ (0.18)				$ (0.17)
Weighted average shares outstanding					
Basic and diluted	7,029,537		475,000	H	7,504,537

See accompanying notes to the unaudited pro forma condensed consolidating financial statements.

Nexxus Lighting, Inc.
Unaudited Pro Forma Condensed Consolidating Statements of Operations

	For the Year Ended December 31, 2007				
	Historical Nexxus	Historical Lumificient Technologies	Pro Forma Adjustments		Pro Forma Consolidated
Revenues	$10,200,349	$2,230,008	$ —		$12,430,357
Cost of sales	7,453,549	1,378,548	—		8,832,096
Gross Profit	2,746,800	851,460	—		3,598,261
Operating expenses:					
Selling, general and administrative	5,562,398	1,323,248	—		6,885,798
Research and development	417,661	—	—		417,661
Total operating expenses	5,980,059	1,323,248	—		7,303,307
Operating Income (Loss)	(3,233,259)	(471,788)	—		(3,705,046)
Non-Operating Income (Expense):					—
Interest income	295,379	—	(118,828)	**G**	176,551
Interest expense	(38,940)	(67,701)	67,701	**G**	(38,940)
Other income (expense)	36,684	—	—		36,684
Total non-operating expense	293,123	(67,701)	(51,127)		174,295
Net Income (Loss)	$ (2,940,136)	$ (539,489)	$ (51,127)		$ (3,530,752)
Loss Per Common Share:					
Basic and diluted loss per share	$ (0.44)				$ (0.49)
Weighted average shares outstanding					
Basic and diluted	6,751,947		475,000	**H**	7,226,947

See accompanying notes to the unaudited pro forma condensed consolidating financial statements.

Nexxus Lighting, Inc.
Notes to Unaudited Pro Forma Condensed Consolidating Financial Statements

Note 1. Basis of Presentation

The unaudited pro forma condensed consolidating statements of operations of Nexxus Lighting, Inc. ("Nexxus") for the three months ended March 31, 2008 give effect to the acquisition of Lumificient Corporation ("Lumificient") as if it had been completed on January 1, 2007. The unaudited pro forma condensed consolidating balance sheet as of March 31, 2008 gives effect to the acquisition of Lumificient as if it had occurred on March 31, 2008. The unaudited pro forma condensed consolidating statements of operations of Nexxus for the the year ended December 31, 2007 give effect to the acquisition of Lumificient Technologies, LLC ("Lumificient Technologies") as if it had been completed on January 1, 2007.

The unaudited pro forma condensed consolidating statements of operations and unaudited pro forma condensed consolidated balance sheet were derived by adjusting Nexxus's historical financial statements for the acquisition of Lumificient. The unaudited pro forma condensed consolidated balance sheet and unaudited pro forma condensed consolidated statements of operations are provided for informational purposes only and should not be construed to be indicative of Nexxus's financial position or results of operations had the transaction been consummated on the dates indicated and do not project Nexxus's financial position or results of operations for any future period or date.

The unaudited pro forma condensed consolidating balance sheet and unaudited condensed consolidating statements of operations and accompanying notes should be read in conjunction with Nexxus's historical financial statements and related notes, Nexxus's "Management's Discussion and Analysis of Financial Condition and Results of Operation" contained in Nexxus's Annual Report on Form 10-KSB for the year ended December 31, 2007 and Form 10-Q for the three months ended March 31, 2008, Lumificient Technologies' financial statements, and Lumificient's financial statements presented herein.

Note 2. Preliminary Purchase Price

The unaudited pro forma condensed consolidating financial statements reflect a preliminary purchase price of $4,972,275 (including acquisition costs of $236,956, all of which are reflected as accrued liabilities). Of the total preliminary purchase price, $2,141,769 was assumed to be financed with borrowings as Nexxus's available cash and short-term investment balances were not sufficient at January 1, 2007, plus 475,000 shares of common stock valued at $2,393,550 on the date of the acquisition. The purchase price is subject to change since stipulations in the purchase agreement, such as the working capital adjustment which is to be finalized during the 75 day period subsequent to the closing date, have yet to be finalized. Note these amounts do not include any shares which may be issued to the sellers of Lumificient through future earnouts as contemplated by the purchase agreement.

In the accompanying March 31, 2008 unaudited pro forma condensed consolidated balance sheet, the total purchase price is allocated to the tangible and identifiable intangible assets and the liabilities of Lumificient based on their estimated fair values as of the date of the acquisition in accordance with the purchase method of accounting.

The excess of the purchase price over the fair value of assets acquired and liabilities assumed is allocated to goodwill as follows:

Cash	$ 11,824
Accounts receivable	390,676
Inventories	792,806
Prepaid assets	39,673
Property, plant and equipment	205,007
Goodwill	4,317,138
Patents	36,979
Accounts payable	(620,679)
Accrued expenses	(66,229)
Assumed debt	(134,920)
Total Purchase Price	$4,972,275

Note 3. Pro Forma Adjustments

The pro forma adjustments made herein are based upon management's preliminary estimates of the value of the tangible and intangible assets acquired. These estimates are subject to finalization.

A – Reduction in Cash and Investments due to Acquisition: Cash and Investments were reduced to reflect the cash paid to the previous owners of Lumificient and the amount of debt paid off at the closing of the transaction.

B – Record fair market value of Fixed Assets Acquired: Fixed assets were recorded at fair market value at the date of acquisition. These pro forma calculations assume net book value of fixed assets approximates fair market value.

C – Increase in other intangible assets due to Acquisition: Other intangible assets were increased to reflect the recording of Goodwill (purchase price amount over the value of the assets acquired). See Note 2.

D – Increase in accrued liabilities: Accrued liabilities increased to reflect the transaction costs of the acquisition of Lumificient.

E – Change in various debt and liability accounts: The decrease in the debt reflects payoff of two bank loans repaid at the time of the acquisition. The increase in payable due to related party under acquisition agreement reflects the recording of a $200,000 indemnity holdback liability pursuant to the acquisition agreement.

F – Change in Equity accounts due to Acquisition: Reflects the change in the equity accounts due to the acquisition of Lumificient and issuance of shares to the sellers of Lumificient.

G – Reduction in Interest Income and Decrease in Interest Expense due to Acquisition:

For the Three Months ended March 31, 2008: Interest income has been reduced to reflect a $2,141,769 reduction of Nexxus cash and short term investments , which is the amount of cash paid in connection with the Lumificient acquisition. Additionally, interest expense was decreased for 2008 to reflect the payoff of the Lumificient line of credit and a Lumificient note payable by Nexxus pursuant to the closing of the acquisition.

For the Year ended December 31, 2007: Interest income has been reduced to reflect a $2,141,769 reduction of Nexxus cash and short term investments, which is the amount of cash paid in connection with the Lumificient acquisition. Interest expense was decreased to reflect the payoff of the Lumificient line of credit and a Lumificient note payable by Nexxus at January 1, 2007.

H – Change in the Weighted Average Shares Outstanding: The weighted average shares outstanding have been increased to reflect the 475,000 shares issued in connection with the Lumificient acquisition. This does not include any shares which may be issued to the sellers of Lumificient through future earnouts included in the purchase agreement.