

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549**

FORM 8-K

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

Date of report (Date of earliest event reported) November 25, 2008

Nexus Lighting, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware

(State or Other Jurisdiction of Incorporation)

0-23590

(Commission File Number)

59-3046866

(IRS Employer Identification No.)

124 Floyd Smith Drive, Suite 300, Charlotte, North Carolina

(Address of Principal Executive Offices)

28262

(Zip Code)

(704) 405-0416

(Registrant's Telephone Number, Including Area Code)

N/A

(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))

Item 1.01 Entry into a Material Definitive Agreement.

On November 25, 2008, Nexxus Lighting, Inc. (the “Company”) and Brett M. Kingstone, the Company’s Chairman of the Board, entered into an amendment (the “Amendment”) to the Contingent Proceeds Participation Agreement between Brett M. Kingstone and the Company dated September 19, 2003, as amended by letter agreement dated September 9, 2005 (the “Participation Agreement”). The Amendment extends the term of the Participation Agreement to December 31, 2011. The Amendment is attached as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
10.1	Amendment to Participation Agreement, dated November 25, 2008

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.

December 1, 2008

NEXXUS LIGHTING, INC.

/s/ John C. Oakley

Name: John C. Oakley

Title: Chief Financial Officer

EXHIBIT INDEX

Exhibit No.	Description
10.1	Amendment to Participation Agreement, dated November 25, 2008

NEXXUS LIGHTING, INC.

November 25, 2008

Mr. Brett M. Kingstone

Re: Contingent Proceeds Participation Agreement between Brett M. Kingstone and Nexxus Lighting, Inc. dated September 19, 2003, as amended by letter agreement dated September 9, 2005 (the "Participation Agreement")

Dear Mr. Kingstone:

This letter, when countersigned by you, shall constitute an amendment to the Participation Agreement.

Section 11 of the Participation Agreement is hereby amended in its entirety and replaced with the following revised Section 11:

"11. Term; Survival. This term of this Agreement shall commence on the date first set forth above and terminate on December 31, 2011.

Sections 4 and 9 shall survive the expiration, termination or cancellation of this Agreement. In addition, the Corporation's obligation to deliver Reimbursed Funds and pay the Proceeds Participation shall survive termination of this Agreement."

Except as specifically amended hereby, the remaining terms and provisions of the Participation Agreement shall not be affected by this amendment and shall remain in full force and effect.

If you are in agreement with this amendment, please sign and return one copy of this letter agreement, which thereupon will constitute our agreement with respect to its subject matter.

Sincerely,

NEXXUS LIGHTING, INC.

By: /s/ John C. Oakley

John C. Oakley, Chief Financial Officer

Agreed and accepted as of this 25th day of November, 2008.

/s/ Brett M. Kingstone

Brett M. Kingstone