

**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) August 27, 2009

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 5.02 Departure of Directors or Certain Officers; Elections of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(b) On September 1, 2009, the Company announced that Fritz Zeck and Anthony Nicolosi have resigned from the Board of Directors of the Company effective August 27, 2009. A copy of the related press release is attached as Exhibit 99.1 hereto and incorporated by reference into this Item 5.02(b).

(d) On September 1, 2009, the Company announced that on August 27, 2009 the Board of Directors elected Patrick Doherty and William L. Yager as members of the Board of Directors of the Company. Messrs. Doherty and Yager were elected to fill the vacancies on the Board of Directors created by the resignations of Messrs. Zeck and Nicolosi. A copy of the related press release is attached as Exhibit 99.1 hereto and incorporated by reference into this Item 5.02(d).

Mr. Yager was appointed to serve as a member of the Company's Audit Committee. The board of directors has named Mr. Yager as Chairman of the Audit Committee and determined that Mr. Yager satisfies the requirements of an "audit committee financial expert" under applicable rules and regulations of the Securities and Exchange Commission governing the composition of Audit Committees.

There are no arrangements or understandings between Messrs. Doherty and Yager and any other persons pursuant to which either Mr. Doherty or Mr. Yager was selected as a director.

Messrs. Doherty and Yager will be entitled to the director compensation for outside directors and a standard indemnification agreement, as further described in our 2009 proxy statement filed with the Securities and Exchange Commission on April 27, 2009.

There were no transactions since the beginning of the Company's last fiscal year, or any currently proposed transactions, to which the Company was or is to be a party, in which either Mr. Doherty or Mr. Yager or any member of their immediate family has or is to have a direct or indirect material interest, except as set forth below.

Mr. Doherty is the President of Mariner Equity Management, LLC. Mariner Equity Management, LLC is the general partner of Mariner Capital Ventures, LLC. Based on information obtained from a Schedule 13G/A jointly filed with the Securities and Exchange Commission on July 10, 2009 by the Bicknell Family Holding Company, LLC, the Bicknell Family Management Company, LLC, the Bicknell Family Management Company Trust, Mariner Wealth Advisors, LLC, Martin C. Bicknell, XXL Investments, LLC and Mariner Capital Ventures, LLC (together, the "Mariner Reporters"), the Mariner Reporters are acting as a group pursuant to Rule 13d-5(b)(1) of the Securities Exchange Act of 1934, as amended. The Mariner Reporters have been parties to the following transactions with the Company since the beginning of the Company's last fiscal year:

-
- (i) pursuant to a Preferred Stock and Warrant Purchase Agreement between the Company and the purchasers set forth on Schedule 1 thereto dated November 11, 2008 (the “Stock Purchase Agreement”), XXL Investments, LLC, Bicknell Family Holding Company, LLC and Martin C. Bicknell purchased an aggregate of 330 units, consisting of 330 shares of the Company’s Series A convertible preferred stock and warrants to purchase 247,500 shares of the Company’s common stock for an aggregate consideration of \$1,650,000. In connection with the transaction contemplated by the Stock Purchase Agreement, the Company sold approximately 1,500 units at a price of \$5,000.00 per unit, resulting in aggregate consideration of \$7,567,230, consisting of \$3,974,600 in cash and cancellation of \$3,592,630 in principal amount of indebtedness and accrued interest; and
 - (ii) pursuant to a Note and Warrant Purchase Agreement between the Company and the purchasers set forth on Schedule 1 thereto dated June 18, 2009 (the “Note Purchase Agreement”), XXL Investments, LLC, Bicknell Family Holding Company, LLC and Mariner Capital Ventures, LLC purchased an aggregate of \$1,500,000 in principal amount of secured promissory notes of the Company and warrants to purchase up to an aggregate of 225,000 shares of the Company’s common stock for an aggregate consideration of \$1,500,000. In connection with the transaction contemplated by the Note Purchase Agreement, the Company issued and sold an aggregate of \$3,800,000 in principal amount of secured promissory notes and warrants to purchase up to 570,000 shares of the Company’s common stock. The promissory notes mature on January 5, 2011 and bear interest at the rate of 10% per annum payable 365 days after the date of the promissory notes and at maturity.

Item 7.01 Regulation FD Disclosure.

Mr. Doherty is President of Mariner Equity Management, LLC, a private equity and venture capital fund. From 1993 through February 2007, he was employed by A.G. Edwards & Sons, most recently as Managing Director and Group Head of the firm’s Consumer and Industrial Investment Banking Group. Mr. Doherty received his Masters of Business Administration from the University of Chicago and his Bachelor of Science in Business Administration from Georgetown University.

Mr. Yager is Executive Vice President and a member of the board of directors of Carter-Waters, LLC, a construction distribution company. From 2006 through 2007, Mr. Yager was an independent financial consultant. From 2000 through 2005, he was Vice President and Chief Financial Officer of Bushnell Performance Optics, with overall responsibility for the financial and international operations of its consumer sporting goods and premium eyewear business. Mr. Yager is a certified public accountant. He received his Masters of Business Administration from Golden Gate University and his Bachelor of Science in Business Administration from the University of Missouri.

INFORMATION LIMITED TO REGULATION FD DISCLOSURE.

The information in Items 7.01 and 9.01 of this report shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section; shall not be considered incorporated by reference in any filing under the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such a filing; and shall not be deemed an admission as to the materiality of any information required to be disclosed solely to satisfy the requirements of Regulation FD.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated September 1, 2009.

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.

September 1, 2009

NEXXUS LIGHTING, INC.

/s/ Michael A. Bauer

Name: Michael A. Bauer

Title: President and Chief Executive Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release dated September 1, 2009

FOR IMMEDIATE RELEASE

September 1, 2009

For more information: Michael Eckert, Marketing Manager, Nexxus Lighting, Inc.

Phone: 704 405-0416

#####

Nexxus Lighting Announces Changes to Board of Directors

Charlotte, NC - (September 1, 2009) – Nexxus Lighting, Inc. (NASDAQ Capital Market: NEXS) today announced changes to the Company's Board of Directors. Nexxus welcomes two new board members: Mr. Patrick Doherty, President of Mariner Equity Management, LLC and Mr. William Yager, Executive Vice President of Carter-Waters, LLC.

Mr. Doherty brings over 20 years of combined private equity, investment banking and mergers and acquisitions experience to the Nexxus Lighting board. Mr. Doherty is currently President of Mariner Equity Management, LLC, a private equity and venture capital fund. From 1993 through February 2007, he was employed by A.G. Edwards & Sons, most recently as Managing Director and Group Head of the firm's Consumer and Industrial Investment Banking Group. Mr. Doherty received his Masters of Business Administration from the University of Chicago and his Bachelor of Science in Business Administration from Georgetown University.

Mr. Yager is currently Executive Vice President and a member of the board of directors of Carter-Waters, LLC, a construction distribution company. From 2006 through 2007, Mr. Yager was an independent financial consultant. From 2000 through 2005, he was Vice President and Chief Financial Officer of Bushnell Performance Optics, with overall responsibility for the financial and international operations of its consumer sporting goods and premium eyewear business. Prior to that, Mr. Yager served as CFO and later President and COO of The Rival Company, a manufacturer of consumer household products. Mr. Yager is a certified public accountant. He received his Masters of Business Administration from Golden Gate University and his Bachelor of Science in Business Administration from the University of Missouri.

The board of directors has named Mr. Yager as Chairman of the Audit Committee and determined that Mr. Yager satisfies the requirements of an "audit committee financial expert" under applicable rules and regulations of the Securities and Exchange Commission governing the composition of Audit Committees.

Messrs. Doherty and Yager were appointed to fill the vacancies created by the retirements of Messrs. Fritz Zeck and Tony Nicolosi from the Nexxus Board, and the Company wishes to thank Mr. Zeck and Mr. Nicolosi for their many years of service.

"Fritz and Tony's commitment to excellence and dedication to Nexxus, our customers, employees and shareholders have helped this Company become what it is today. On behalf of the team at Nexxus and my fellow directors, I would like to thank both of them for their many years of vision, leadership and service," stated Mike Bauer, Nexxus Lighting's President and CEO. "At the same time, we are very excited about our new board members. Each has a proven track record of experience that Nexxus can draw upon as we work to expand our business in the solid state lighting market."

These changes are part of Nexxus' orderly succession plan to transition high caliber leadership to its Board and support management as the Company enters its next stage of growth.

Nexxus Lighting is a leader in advanced lighting technology, including solid-state LED and fiber optic lighting systems and controls used in commercial, architectural, signage, swimming pool, entertainment and retail lighting. Nexxus Lighting sells its products through its Commercial Lighting, Lumificient and Nexxus Lighting Pool & Spa divisions under the Array™ Lighting, Savi®, eLum™, LiveLED™, Super Vision® and Lumificient™ brand names.

###

Certain of the above statements contained in this press release are forward-looking statements that involve a number of risks and uncertainties. Such forward-looking statements are within the meaning of that term in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Reference is made to Nexxus Lighting's filings under the Securities Exchange Act for factors that could cause actual results to differ materially. Nexxus Lighting undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise. Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those indicated in the forward-looking statements as a result of various factors. Readers are cautioned not to place undue reliance on these forward-looking statements.