

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

FORM 12b-25

NOTIFICATION OF LATE FILING

(Check one): ☐ Form 10-K ☐ Form 20-F ☐ Form 11-K ☒ Form 10-Q
 ☐ Form 10-D ☐ Form N-SAR ☐ Form N-CSR

For Period Ended: June 30, 2012

- ☐ Transition Report on Form 10-K
- ☐ Transition Report on Form 20-F
- ☐ Transition Report on Form 11-K
- ☐ Transition Report on Form 10-Q
- ☐ Transition Report on Form N-SAR

For the Transition Period Ended:

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

PART I — REGISTRANT INFORMATION

Nexus Lighting, Inc.

Full Name of Registrant

Not Applicable
Former Name if Applicable

124 Floyd Smith Drive, Suite 300
Address of Principal Executive Office (*Street and Number*)

Charlotte, North Carolina 28262
City, State and Zip Code

PART II — RULES 12b-25(b) AND (c)

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed. (Check box if appropriate)

- ☐ (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- ☐ (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- ☐ (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

PART III — NARRATIVE

State below in reasonable detail the reasons why Forms 10-K, 20-F, 11-K, 10-Q, 10-D, N-SAR, N-CSR, or the transition report or portion thereof, could not be filed within the prescribed time period.

The Registrant is unable to file its quarterly report on Form 10-Q for the three months ended June 30, 2012 within the prescribed time period because the Registrant requires additional time to finalize its financial statements. As previously disclosed, the Registrant is facing significant challenges in achieving profitability and is exploring strategic alternatives. As a result of these challenges and efforts, the work necessary to finalize such Quarterly Report could not be completed without unreasonable effort and expense in sufficient time to permit the timely filing of such Quarterly Report. The Registrant estimates that such Quarterly Report will be filed no later than September 28, 2012.

PART IV — OTHER INFORMATION

- (1) Name and telephone number of person to contact in regard to this notification:

Gary R. Langford,
Chief Financial Officer
(Name)

(704)
(Area Code)

405-0416
(Telephone Number)

- (2) Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s). ☒ Yes ☐ No
- (3) Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof? ☒ Yes ☐ No

The Registrant is unable at this time to reasonably estimate what significant changes will be reflected in the Registrant's income statement for the second quarter of 2012 in comparison to the second quarter of 2011, because the Registrant has not completed its financial statements with respect to the second quarter of 2012.

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

Nexus Lighting, Inc.
(Name of Registrant as Specified in Charter)

has caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: **August 14, 2012**

By: /s/ Gary R. Langford
Gary R. Langford
Title: Chief Financial Officer