

## 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 *<br>Yager William L.                      |                                      | 2. Issuer Name and Ticker or Trading Symbol<br>Nexus Lighting, Inc. [NEXS]       |                                | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) |                                                                                               |                                                          |                                                       |
| (Last) (First) (Middle)<br>NEXXUS LIGHTING, INC., 124 FLOYD SMITH DRIVE, SUITE 300 |                                      | 3. Date of Earliest Transaction (Month/Day/Year)<br>05/24/2011                   |                                |                                                                                                                                                                                                                                                                     |                                                                                               |                                                          |                                                       |
| (Street)<br>CHARLOTTE, NC 28262                                                    |                                      | 4. If Amendment, Date Original Filed (Month/Day/Year)                            |                                | 6. Individual or Joint/Group Filing (Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><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) |
|                                                                                    |                                      |                                                                                  | Code V                         | Amount (A) or (D) Price                                                                                                                                                                                                                                             |                                                                                               |                                                          |                                                       |

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

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(9-02)

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                              |                                            |                                                                                                    |                                                                                  |                                                        |
| Common Stock Option                        | \$ 2.63                                                | 05/24/2011                           |                                                    | A                              | 19,000                                                                                  | 11/24/201105/24/2021                                     | Common Stock 19,000                                           | \$ 0                                       | 19,000                                                                                             | D                                                                                |                                                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                       | Relationships |           |         |       |
|------------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                      | Director      | 10% Owner | Officer | Other |
| Yager William L.<br>NEXXUS LIGHTING, INC.<br>124 FLOYD SMITH DRIVE, SUITE 300<br>CHARLOTTE, NC 28262 | X             |           |         |       |

## Signatures

|                               |            |
|-------------------------------|------------|
| /s/ William L. Yager          | 05/24/2011 |
| 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).

(1) The Common Stock Options vest and become exercisable as follows: half on 11/24/2011 and the remaining half on 05/24/2012, provided the director remains in service on that date.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.