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XSUNX INC  
Form 8-K/A  
October 11, 2005

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 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): July 14, 2005

XSUNX, INC.  
(Exact name of registrant as specified in its charter)

Colorado	000-29621	84-1384159
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(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

165 ENTERPRISE, ALISO VIEJO, CALIFORNIA 92656

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(Address of principal executive offices and Zip Code)

Registrant's telephone number, including area code (949) 330-8060

Copies to:  
Greg Sichenzia, Esq.  
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1065 Avenue of the Americas  
New York, New York 10018  
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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 9.01 FINANCIAL STATEMENTS AND EXHIBITS.

- (a) Financial statements of business acquired.

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Not applicable.

(b) Pro forma financial information.

Not applicable.

(c) Exhibits.

Exhibit Number	Description
4.1	Convertible Debenture dated July 14, 2005*
4.2	Form of \$0.15 Warrant*
4.3	Form of \$0.20 Warrant*
10.1	Securities Purchase Agreement dated July 14, 2005 between the Company and Cornell*
10.2	Standby Equity Distribution Agreement dated July 14, 2005 between the Company and Cornell*
10.3	Investor Registration Rights Agreement dated July 14, 2005*
10.4	Registration Rights Agreement dated July 14, 2005*
10.5	Irrevocable Transfer Agent Instructions
10.6	Security Agreement dated July 14, 2005 by and between the Company and Cornell*
10.7	Escrow Agreement by and among the Company, Cornell and Baxter, Baker, Sidle, Conn & Jones, P.A.
99.1	Press Release*

\* Filed previously.

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.

XSUNX, INC.

By: /s/ Tom Djokovich

Tom Djokovich  
Chief Executive Officer

Date: October 10, 2005