

XSUNX INC  
Form 8-K  
January 15, 2009

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of  
The Securities Exchange Act of 1934

Date of Report: January 14, 2009

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

Colorado  
(State or other  
jurisdiction of  
incorporation)

000-29621  
(Commission  
File Number)

84-1384159  
(IRS Employer  
Identification No.)

65 Enterprise, Aliso Viejo, CA 92656  
(New address of principal executive offices) (Zip Code)

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

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 8.01. Other Events.

On January 14, 2009, XsunX, Inc., a Colorado corporation (the "Company") issued a press release announcing that it had entered into a two (2) year supply contract for the sale of four (4) megawatts of its ASI-120 TFPV solar modules to an Oregon based firm specializing in over 20 years of commercial project development. A copy of the Press Release is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Not applicable.

EXHIBIT NO.	DESCRIPTION	LOCATION
99.1	Press Release, dated January 14, 2009	Provided herewith

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 thereunto duly authorized.

XSUNX, INC.

Date: January 14, 2009

By:

/s/ Tom Djokovich  
Tom Djokovich,  
Title: CEO/President