

XSUNX INC  
Form 10-Q  
August 15, 2011

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-Q**

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

**For The Quarterly Period Ended: June 30, 2011**

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

For The Transition Period From \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-29621

**XSUNX, INC.**

(Exact name of registrant as specified in its charter)

Colorado                      84-1384159  
(State of incorporation) (I.R.S. Employer Identification No.)

65 Enterprise, Aliso Viejo, CA 92656

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(Address of principal executive offices) (Zip Code)

Registrant's telephone number: (949) 330-8060

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, during the preceding twelve (12) months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

The number of shares of common stock issued and outstanding as of August 12, 2011 was 224,998,637.

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XSUNX, INC.

(A Development Stage Company)

**BALANCE SHEETS**

	June 30, 2011 (Unaudited)	September 30, 2010
<b>ASSETS</b>		
<b>CURRENT ASSETS</b>		
Cash & cash equivalents	\$147,630	\$200,422
Other receivable	—	2,500
Prepaid expenses	3,713	14,061
Total Current Assets	151,343	216,983
<b>PROPERTY &amp; EQUIPMENT</b>		
Office & miscellaneous equipment	29,841	28,942
Machinery & equipment	177,700	354,541
	207,541	383,483
Less accumulated depreciation	(155,098 )	(307,995 )
Net Property & Equipment	52,443	75,488
<b>OTHER ASSETS</b>		
Manufacturing equipment in progress	230,000	230,000
Security deposit	3,200	3,200
Total Other Assets	233,200	233,200
<b>TOTAL ASSETS</b>	<b>\$436,986</b>	<b>\$525,671</b>
<b>LIABILITIES AND SHAREHOLDERS' DEFICIT</b>		
<b>CURRENT LIABILITIES</b>		
Accounts payable	\$146,499	\$418,288
Accrued expenses	11,924	8,945
Credit card payable	1,874	10,728

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Accrued interest on note payable	84,218	49,949
Note payable, landlord	456,921	456,921
<b>Total Current Liabilities</b>	<b>701,436</b>	<b>944,831</b>
<b>TOTAL LIABILITIES</b>	<b>701,436</b>	<b>944,831</b>
<b>SHAREHOLDERS' DEFICIT</b>		
Preferred stock, \$0.01 par value; 50,000,000 authorized preferred shares	—	—
Common stock, no par value; 500,000,000 authorized common shares 224,998,637 and 209,055,337 shares issued and outstanding, respectively	25,638,369	24,813,369
Paid in capital, common stock warrants	5,238,213	5,238,213
Additional paid in capital	3,591,355	3,449,063
Deficit accumulated during the development stage	(34,732,387)	(33,919,805)
<b>TOTAL SHAREHOLDERS' DEFICIT</b>	<b>(264,450 )</b>	<b>(419,160 )</b>
<b>TOTAL LIABILITIES AND SHAREHOLDERS' DEFICIT</b>	<b>\$436,986</b>	<b>\$525,671</b>

The accompanying notes are an integral part of these financial statements

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XSUNX, INC.

(A Development Stage Company)

## STATEMENTS OF OPERATIONS

(Unaudited)

	For the Three Months Ended		For the Nine Months Ended		From
	June 30, 2011	June 30, 2010	June 30, 2011	June 30, 2010	Inception
					February 25,
					1997
					through
					June 30, 2011
REVENUE	\$—	\$—	\$—	\$—	\$14,880
OPERATING EXPENSES					
Selling, general and administrative expenses	238,083	322,360	723,467	1,102,339	17,653,808
Research and development	47,423	76,677	222,029	346,145	3,103,491
Depreciation and amortization expense	9,660	27,483	29,098	74,436	678,452
TOTAL OPERATING EXPENSES	295,166	426,520	974,594	1,522,920	21,435,751
LOSS FROM OPERATIONS BEFORE OTHER INCOME/(EXPENSE)	(295,166 )	(426,520 )	(974,594 )	(1,522,920 )	(21,420,871)
OTHER INCOME/(EXPENSES)					
Interest income	—	—	—	44	445,537
Gain/(Loss) on sale of asset	17,000	(577 )	17,000	(577 )	16,423
Impairment of assets	—	—	—	—	(7,031,449 )
Disposal of assets	—	(253,671 )	—	(253,671 )	(253,671 )
Write down of inventory asset	—	—	—	(60,000 )	(1,177,000 )
Legal settlement	—	—	179,580	—	1,279,580
Loan fees	—	—	—	—	(7,001,990 )
Forgiveness of debt	—	—	—	—	592,154
Other, non-operating	—	—	—	—	(5,215 )
Interest expense	(11,554 )	(11,425 )	(34,568 )	(34,287 )	(175,885 )
TOTAL OTHER INCOME/(EXPENSES)	5,446	(265,673 )	162,012	(348,491 )	(13,311,516)
NET LOSS	\$(289,720 )	\$(692,193 )	\$(812,582 )	\$(1,871,411 )	\$(34,732,387)
	\$(0.00 )	\$(0.00 )	\$(0.00 )	\$(0.01 )	

BASIC AND DILUTED LOSS PER  
SHARE

WEIGHTED-AVERAGE COMMON  
SHARES OUTSTANDING

BASIC AND DILUTED	224,253,653	208,484,641	216,467,166	203,048,216
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The accompanying notes are an integral part of these financial statements



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XSUNX, INC.

(A Development Stage Company)

## STATEMENT OF SHAREHOLDERS' EQUITY

	Preferred Stock Shares	Amount	Common Stock Shares	Amount	Additional Paid-in Capital	Stock Options/ Warrants Paid-in-Capital	Deficit Accumulated during the Development Stage	Total
Balance at September 30, 2010	—	\$ —	209,055,337	\$24,813,369	\$5,238,213	\$3,449,063	\$(33,919,805)	\$(419,160)
Issuance of common shares for cash (unaudited)	—	—	13,263,096	825,000	—	—	—	825,000
Issuance of common shares for a cashless exercise of warrants (unaudited)	—	—	2,680,204	—	—	—	—	—
Stock compensation costs (unaudited)	—	—	—	—	—	142,292	—	142,292
Net loss for the period ended June 30, 2011 (unaudited)	—	—	—	—	—	—	(812,582)	(812,582)
Balance at June 30, 2011 (unaudited)	—	\$ —	224,998,637	\$25,638,369	\$5,238,213	\$3,591,355	\$(34,732,387)	\$(264,450)



The accompanying notes are an integral part of these financial statements

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XSUNX, INC.

(A Development Stage Company)

## STATEMENTS OF CASH FLOWS

(Unaudited)

	For the Nine Months Ended		From Inception February 25,1997 through June 30, 2011
	June 30, 2011	June 30, 2010	
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>			
Net loss	\$(812,582)	\$(1,871,411)	\$(34,732,387)
Adjustment to reconcile net loss to net cash used in operating activities			
Depreciation & amortization	29,098	74,436	678,452
Common stock issued for services and interest	—	32,500	1,996,634
Stock option and warrant expense	142,292	224,904	3,865,545
Beneficial conversion and commitment fees	—	—	5,685,573
Asset impairment	—	—	7,031,449
Write down of inventory asset	—	60,000	1,177,000
Gain on settlement of debt	(179,580)	—	(466,961 )
(Gain)/Loss on sale of asset	(17,000 )	577	(16,423 )
Settlement of lease	—	—	59,784
Disposal of assets	—	253,671	253,671
<b>Change in Assets and Liabilities:</b>			
(Increase) Decrease in:			
Prepaid expenses	10,348	104,691	(3,713 )
Inventory held for sale	—	240,000	(1,417,000 )
Other receivable	2,500	—	—
Other assets	—	2,615	(3,200 )
Increase (Decrease) in:			
Accounts payable	(101,063)	65,078	2,349,954
Accrued expenses	37,248	27,637	106,871
<b>NET CASH USED IN OPERATING ACTIVITIES</b>	<b>(888,739)</b>	<b>(785,302 )</b>	<b>(13,434,751)</b>
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>			

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Purchase of manufacturing equipment and facilities in process	—	(230,000 )	(6,054,629 )
Payments on note receivable	—	—	(1,500,000 )
Proceeds from sale of assets	17,000	4,100	261,100
Receipts on note receivable	—	—	1,500,000
Purchase of marketable prototype	—	—	(1,780,396 )
Purchase of fixed assets	(6,053 )	—	(597,972 )
<b>NET CASH PROVIDED / (USED) BY INVESTING ACTIVITIES</b>	<b>10,947</b>	<b>(225,900 )</b>	<b>(8,171,897 )</b>
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>			
Proceeds from warrant conversion	—	—	3,306,250
Proceeds from debentures	—	—	5,850,000
Proceeds for issuance of common stock, net	825,000	953,000	12,598,028
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<b>825,000</b>	<b>953,000</b>	<b>21,754,278</b>
<b>NET INCREASE (DECREASE) IN CASH</b>	<b>(52,792 )</b>	<b>(58,202 )</b>	<b>147,630</b>
<b>CASH &amp; CASH EQUIVALENTS, BEGINNING OF PERIOD</b>	<b>200,422</b>	<b>530,717</b>	<b>—</b>
<b>CASH &amp; CASH EQUIVALENTS, END OF PERIOD</b>	<b>\$ 147,630</b>	<b>\$ 472,515</b>	<b>\$ 147,630</b>
<b>SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION</b>			
Interest paid	\$ 131	\$ 18	\$ 119,822
Taxes paid	\$—	\$—	\$—

**SUPPLEMENTAL DISCLOSURES OF NON CASH TRANSACTIONS**

During the nine months ended June 30, 2011, the Company issued 2,680,204 shares of common stock in a cashless exercise of stock purchase warrants

The accompanying notes are an integral part of these financial statements

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XSUNX, INC.

(A Development Stage Company)

Notes to Financial Statements – (Unaudited)

June 30, 2011

1. BASIS OF PRESENTATION

The accompanying unaudited financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by generally accepted accounting principles for complete financial statements. In the opinion of management, all normal recurring adjustments considered necessary for a fair presentation have been included. Operating results for the nine months ended June 30, 2011 are not necessarily indicative of the results that may be expected for the year ending September 30, 2011. For further information refer to the financial statements and footnotes thereto included in the Company's Form 10-K for the year ended September 30, 2010.

Going Concern

The accompanying financial statements have been prepared on a going concern basis of accounting, which contemplates continuity of operations, realization of assets and liabilities and commitments in the normal course of business. The accompanying financial statements do not reflect any adjustments that might result if the Company is unable to continue as a going concern. The Company does not generate significant revenue, and has negative cash flows from operations, which raise substantial doubt about the Company's ability to continue as a going concern. The ability of the Company to continue as a going concern and appropriateness of using the going concern basis is dependent upon, among other things, additional cash infusion. The Company has obtained funds from its shareholders since its inception through the period ended June 30, 2011. Management believes the existing shareholders and the prospective new investors will provide the additional cash needed to meet the Company's obligations as they become due, and will allow the development of its core of business.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

This summary of significant accounting policies of XsunX, Inc. is presented to assist in understanding the Company's financial statements. The financial statements and notes are representations of the Company's management, which is responsible for their integrity and objectivity. These accounting policies conform to accounting principles generally accepted in the United States of America and have been consistently applied in the preparation of the financial

statements.

#### Development Stage Activities and Operations

The Company has been in its initial stages of formation and for the nine months ended June 30, 2011, had no revenues. A development stage activity is one in which all efforts are devoted substantially to establishing a new business and even if planned principal operations have commenced, revenues are insignificant.

#### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the amounts reported in the accompanying financial statements. Significant estimates made in preparing these financial statements include the estimate of useful lives of property and equipment, the deferred tax valuation allowance, and the fair value of stock options. Actual results could differ from those estimates.

#### Cash and Cash Equivalents

For purposes of the statements of cash flows, cash and cash equivalents include cash in banks and money markets with an original maturity of three months or less.

#### Fair Value of Financial Instruments

The Company's financial instruments, including cash and cash equivalents, accounts payable and accrued liabilities are carried at cost, which approximates their fair value, due to the relatively short maturity of these instruments. As of June 30, 2011, and 2010, the Company's notes payable have stated borrowing rates that are consistent with those currently available to the Company and, accordingly, the Company believes the carrying value of these debt instruments approximates their fair value.

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XSUNX, INC.

(A Development Stage Company)

Notes to Financial Statements – (Unaudited)

June 30, 2011

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (Continued)

Loss Per Share Calculations

Loss per Share is the calculation of basic earnings per share and diluted earnings per share. Basic earnings per share are computed by dividing income available to common shareholders by the weighted-average number of common shares available. Diluted earnings per share is computed similar to basic earnings per share except that the denominator is increased to include the number of additional common shares that would have been outstanding if the potential common shares had been issued and if the additional common shares were dilutive. The Company's diluted loss per share is the same as the basic loss per share for the nine months ended June 30, 2011 as the inclusion of any potential shares would have had an anti-dilutive effect due to the Company generating a loss.

Revenue Recognition

The Company recognizes revenue when services are performed, and at the time of shipment of products, provided that evidence of an arrangement exists, title and risk of loss have passed to the customer, fees are fixed or determinable, and collection of the related receivable is reasonably assured. To date the Company has had minimal revenue and is still in the development stage.

Stock-Based Compensation

Share-based Payment applies to transactions in which an entity exchanges its equity instruments for goods or services and also applies to liabilities an entity may incur for goods or services that are to follow a fair value of those equity instruments. We are required to follow a fair value approach using an option-pricing model, such as the Black Scholes option valuation model, at the date of a stock option grant. The deferred compensation calculated under the fair value method would then be amortized over the respective vesting period of the stock option. This has not had a material impact on our results of operations.

3. CAPITAL STOCK



During the nine months ended June 30, 2011, pursuant to an S-1 Registration Statement declared effective by the SEC on June 30, 2010, and a Post-Effective Amendment No. 1 registration declared effective by the Securities and Exchange Commission on April 4, 2011 the Company sold to Lincoln Park Capital Group, LLC (LPC) a total of approximately 6,853,376 shares for a total investment of \$575,000. These shares were sold at various pricing between \$0.08 and \$0.0888 per share. An additional 159,720 of the remaining pool of 1,236,112 commitment shares were issued on a pro rata basis to LPC as LPC has purchased additional shares pursuant to the effective S-1 Registration Statement.

During the nine months ended June 30, 2011, the Company also issued 5,000,000 units composed of one share of restricted common stock and a five year warrant exercisable to purchase two shares of Common Stock at \$0.04 per share for cash of \$200,000; 1,250,000 shares of restricted common stock at a price of \$0.04 per share for cash of \$50,000; a holder of warrants exercised all available 5,000,000 warrants utilizing a cashless exercise provision resulting in the net issuance of 2,680,204 shares of the Company's restricted common stock. The above shares were issued in a transactions exempt from registration pursuant to Section 4(2) of the Securities Act.

During the nine months ended June 30, 2010, the Company issued 2,556,818 shares of common stock at a price of \$0.088 per share for cash of \$225,000; 1,000,000 shares of common stock issued at a price of \$0.088 per share for cash of \$88,000; 53,789 shares of common stock issued at a price of \$0.1859 per share for services at a fair value of \$10,000; 2,000,000 shares of common stock issued at a price of \$0.075 per share for cash of \$150,000; 6,250,000 shares of common stock issued for net proceeds of \$500,000; 139,424 shares of common stock issued at a price of \$0.16 per share for services at a fair value of \$22,500. The above shares were issued in a transactions exempt from registration pursuant to Section 4(2) of the Securities Act.

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XSUNX, INC.

(A Development Stage Company)

Notes to Financial Statements – (Unaudited)

June 30, 2011

## 4. STOCK OPTIONS AND WARRANTS

The Company adopted a Stock Option Plan for the purposes of granting stock options to its employees and others providing services to the Company, which reserves and sets aside for the granting of Options for Twenty Million (20,000,000) shares of Common Stock. Options granted under the Plan may be either Incentive Options or Nonqualified Options and shall be administered by the Company's Board of Directors ("Board"). Each Option shall be exercisable to the nearest whole share, in installments or otherwise, as the respective Option agreements may provide. Notwithstanding any other provision of the Plan or of any Option agreement, each Option shall expire on the date specified in the Option agreement. During the nine month period ended June 30, 2011, the Company granted 11,000,000 incentive stock options to employees that will vest upon completion of various milestones. 1,000,000 of the shares were part of the Company's 2007 Stock Option Plan.

	For the period ended 6/30/2011
Risk free interest rate	1.14% to 2.77%
Stock volatility factor	90.56% to 104.73%
Weighted average expected option life	5 years
Expected dividend yield	None

A summary of the Company's stock option activity and related information follows:

	For the period ended 6/30/2011	
	Number of Options	Weighted average exercise price
Outstanding, beginning of the period	10,180,000	\$ 0.27
Granted	1,000,000	\$ 0.10
Exercised	-	\$ -
Expired	-	\$ -
Outstanding, end of the period	11,180,000	\$ 0.25

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Exercisable at the end of the period	8,146,660	\$	0.27
Weighted average fair value of options granted during the period		\$	-

The weighted average remaining contractual life of options outstanding issued under the plan as of June 30, 2011 was as follows:

Exercisable Prices	Stock Options Outstanding	Stock Options Exercisable	Weighted Average Remaining Contractual Life (years)
\$ 0.46	1,150,000	950,000	0.57 years
\$ 0.53	100,000	100,000	0.65 years
\$ 0.45	100,000	100,000	0.82 years
\$ 0.41	100,000	100,000	1.16 years
\$ 0.36	2,500,000	1,500,000	1.32 years
\$ 0.36	500,000	500,000	1.37 years
\$ 0.36	500,000	500,000	1.41 years
\$ 0.36	115,000	115,000	2.28 years
\$ 0.16	5,115,000	4,281,660	2.76 years
\$ 0.10	1,000,000	-	4.30 years
	11,180,000	8,146,660	

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XSUNX, INC.

(A Development Stage Company)

Notes to Financial Statements – (Unaudited)

June 30, 2011

## 4. STOCK OPTIONS AND WARRANTS (Continued)

Stock-based compensation expense recognized during the period is based on the value of the portion of stock-based payment awards that is ultimately expected to vest. Stock-based compensation expense recognized in the financial statements of operations during the three months ended June 30, 2011, included compensation expense for the stock-based payment awards granted prior to, but not yet vested, as of June 30, 2011 based on the grant date fair value estimated, and compensation expense for the stock-based payment awards granted subsequent to June 30, 2011 based on the grant date fair value estimated. We account for forfeitures as they occur. The stock-based compensation expense recognized in the statement of operations during the nine months ended June 30, 2011 and 2010 was \$142,292 and \$224,904, respectively.

## Warrants

A summary of the Company's warrants activity and related information follows:

	For the period ended 6/30/2011	
	Number of Options	Weighted average exercise price
Outstanding, beginning of the period	4,195,332	\$ 0.61
Granted	10,000,000	\$ 0.04
Exercised	5,000,000	\$ 0.04
Expired	112,000	\$ 1.69
Outstanding, end of the period	9,083,332	\$ 0.28
Exercisable at the end of period	8,935,332	\$ 0.29
Weighted average fair value of warrants granted during the period		\$ -

At June 30, 2011, the weighted average remaining contractual life of warrants outstanding:

Exercisable Prices	Warrants Outstanding	Warrants Exercisable	Weighted Average Remaining Contractual Life (years)
\$ 0.51	500,000	352,000	0.05 years
\$ 0.20	250,000	250,000	0.51 years
\$ 0.50	1,666,666	1,666,666	1.34 years
\$ 0.75	1,666,666	1,666,666	1.34 years
\$ 0.04	2,500,000	2,500,000	4.56 years
\$ 0.04	2,500,000	2,500,000	4.72 years
	9,083,332	8,935,332	

#### 5. PROMISSORY NOTE

During the year ended September 30, 2009, the Company converted an account payable to a promissory note in the amount of \$456,921. The note accrues interest at 10% per annum. The note, including all principal and interest is due September 1, 2011. The interest expense for the nine months ended June 30, 2011 and 2010 was \$34,269 for both years.

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XSUNX, INC.

(A Development Stage Company)

Notes to Financial Statements – (Unaudited)

June 30, 2011

6. COMMITMENTS AND CONTINGENCIES

Settlement of Vendor Dispute

On March 31, 2011 we entered into a settlement agreement with Billco Manufacturing Inc. agreeing to pay \$30,000 in the form of 3 equal monthly payments of \$10,000 commencing April 15, 2011 as full and final settlement for an open book account balance of \$340,568 purportedly owed to the vendor by XsunX. XsunX completed all payments and on June 22, 2011 we received a full release from the vendor. The accounts payable liability of \$209,580 which the Company booked while working to settle this claim was reduced to \$30,000 and the Company recognized \$179,580 gain on settlement of debt.

7. SALE AND DISPOSITION OF ASSETS

On April 21, 2011 the Company received payment in the amount of \$17,000 for an offer it accepted on April 14, 2011 for the sale of equipment no longer in use by the Company. The book value of the asset was zero and the Company recognized a gain of \$17,000.

8. SUBSEQUENT EVENTS

The following are items management has evaluated as subsequent events pursuant to the requirement of ASC Topic 855.

On July 29, 2011 the Company filed a preliminary patent application with the U.S. Patent Office under which the Company is working to seek patent protection for its proprietary designs and operation of certain thermal evaporation source technology.

The Company had paid a vendor a \$230,000 deposit through February 2010 towards the fabrication of a prototype manufacturing system. Since that time XsunX has developed and produced designs for this system and in an effort to better control costs, vendor expertise, qualification, and intellectual property rights the Company has elected to cancel the purchase order through the vendor and work directly with component suppliers for the fabrication of the various parts necessary to assemble the tool. On July 26, 2011 the vendor and the Company agreed to modify the agreement terminating the quote and purchase order and providing for the full refund to XsunX of the \$230,000 prepaid deposit. The Company and the vendor continue to work evaluating certain of the vendor's technologies for suitability for use by XsunX.

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**Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.**

**CAUTIONARY AND FORWARD LOOKING STATEMENTS**

In addition to statements of historical fact, this Quarterly Report on Form 10-Q contains forward-looking statements. The presentation of future aspects of XsunX, Inc. ("XsunX", the "Company" or "issuer") found in these statements is subject to a number of risks and uncertainties that could cause actual results to differ materially from those reflected in such statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which reflect management's analysis only as of the date hereof. Without limiting the generality of the foregoing, words such as "may", "will", "expect", "believe", "anticipate", "intend", or "could" or the negative variations thereof or comparable terminology are intended to identify forward-looking statements. Our actual results could differ materially from those anticipated by these forward-looking statements as a result of many factors, including those discussed under "Item 1A: Risk Factors" in the Company's Annual Report on Form 10-K and elsewhere in this Quarterly Report on Form 10-Q.

These forward-looking statements are subject to numerous assumptions, risks and uncertainties that may cause XsunX's actual results to be materially different from any future results expressed or implied by XsunX in those statements. Important facts that could prevent XsunX from achieving any stated goals include, but are not limited to, the following:

Some of these risks might include, but are not limited to, the following:

- (a) volatility or decline of the Company's stock price;
- (b) potential fluctuation in quarterly results;
- (c) failure of the Company to earn revenues or profits;
- (d) inadequate capital to continue or expand its business, inability to raise additional capital or financing to implement its business plans;
- (e) failure to commercialize its technology or to make sales;



(f) rapid and significant changes in markets;

(g) litigation with or legal claims and allegations by outside parties;

(h) insufficient revenues to cover operating costs.

There is no assurance that the Company will be profitable, the Company may not be able to successfully develop, manage or market its products and services, the Company may not be able to attract or retain qualified executives and technology personnel, the Company's products and services may become obsolete, government regulation may hinder the Company's business, additional dilution in outstanding stock ownership may be incurred due to the issuance of more shares, warrants and stock options, or the exercise of warrants and stock options, and other risks inherent in the Company's businesses.

The Company undertakes no obligation to publicly revise these forward-looking statements to reflect events or circumstances that arise after the date hereof. Readers should carefully review the factors described in other documents the Company files from time to time with the Securities and Exchange Commission, including the Quarterly Reports on Form 10-Q and Annual Reports on Form 10-K filed by the Company and any Current Reports on Form 8-K filed by the Company.

Management believes the summary data presented herein is a fair presentation of the Company's results of operations for the periods presented. Due to the Company's change in primary business focus and new business opportunities these historical results may not necessarily be indicative of results to be expected for any future period. As such, future results of the Company may differ significantly from previous periods.

## **Business Overview**

XsunX, Inc. is developing and has begun to market a hybrid manufacturing solution to produce high performance

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Copper Indium Gallium (di) Selenide (CIGS) thin film solar cells. Our patent pending system and processing technology, which we call CIGSolar™, focuses on the mass production of individual thin-film CIGS solar cells that match silicon solar cell dimensions and can be offered as a non-toxic, high-efficiency and lowest-cost alternative to the use of silicon solar cells. We intend to offer licenses for the use of the CIGSolar™ process technology thereby generating revenue streams through licensing fees and manufacturing royalties for the use of the technology.

Our efforts have been focused on the development and customization of a series of specialized processing tools that when combined provide a turn-key high-throughput manufacturing system to produce CIGS solar cells.

Core attributes to our process method are the use of small area thermal co-evaporation techniques coupled with state-of-the-art sputter deposition technologies to improve manufacturing output, increase cell efficiency, production yields, and lower the costs for the production of high efficiency CIGS cells.

There are five (5) core process tools that when combined will produce 156mm format (about 6” square) solar cells. We believe that it will be the ability of our system to minimize processing defects while maintaining exceptional per hour production rates that will provide superior commercial opportunities. CIGSolar™ cells will be manufactured on stainless steel squares sized to match silicon solar cells currently used in nearly 75% of all solar modules manufactured today.

This innovative approach bridges the gap between inexpensive thin-film and costly high efficiency silicon wafer technologies to produce a new breed of solar cell combining what we believe are the best attributes of each technology. The mass production of individual, high performance CIGS solar cells – like solar building blocks – we believe will allow solar power to finally compete effectively against other sources of electrical energy.

**RESULTS OF OPERATIONS FOR THE THREE-MONTH PERIOD ENDED JUNE 30, 2011 COMPARED TO THE SAME PERIOD IN 2010**

Revenue:

The Company generated no revenues for the periods ended June 30, 2011 and 2010 respectively. Additionally, there was no associated cost of sales. The Company to date has had minimal revenue and cost of sales, and is still in the development stage.

Selling, General and Administrative Expenses:

Selling, general and administrative expenses for the three month period ending June 30, 2011 were \$238,083 as compared to \$723,467 during the same period in 2010. The decrease of \$(485,384) was related primarily to a general reduction to salaries and operating expenses under the Company's re-focused plan of operations for the development of a new cross-industry thin film solar manufacturing technology. We anticipate that expenditures associated with the development and sales of our thin-film solar manufacturing technologies will increase SG&A expenditures in the future. However, we plan to offer our technology as a licensable process to existing solar product manufacturers which we anticipate will mitigate future expenditures that would normally be associated with our need to establish direct large scale manufacturing capabilities and the associated facility infrastructure.

Research and Development:

Research and development for the three month period ended June 30, 2011 were \$47,423 as compared to \$76,677 during the same period in 2010. The decrease of \$(29,254) was due to a decrease in salaries due to fewer research related employees, and a reduction in materials and services used in the period on the development of our new cross-industry thin film solar manufacturing technology CIGSolar™. During portions of the period research and development efforts included the use of third party equipment vendors whose equipment we may use as part of our integrated CIGSolar™ manufacturing system. These vendors assist with access to equipment and technologies that we are working to customize for use in our manufacturing processes. During the period while reducing direct research and development costs we prepared plans and began efforts to establish each of the various system capabilities necessary for our technology within our own facilities for use in continued process improvement, marketing efforts, and future systems sales support. We anticipate that future R&D expense will again increase as we complete this process establishing each of the various system capabilities within our own facilities.

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Net Loss:

The net loss for the three months ended June 30, 2011 was \$(289,720) as compared to a net loss of \$(692,193) for the same period 2010. The decreased net loss of \$(402,473) includes the operating expense changes discussed above, the gain on the settlement of a debt for \$179,580 and the net change in non-cash expense of \$17,823 for depreciation. The Company anticipates the trend of losses to continue in future quarters until the Company can recognize sales of significance of which there is no assurance.

**RESULTS OF OPERATIONS FOR THE NINE-MONTH PERIOD ENDED JUNE 30, 2011 COMPARED TO THE SAME PERIOD IN 2010**

Revenue:

The Company generated no revenues for the periods ended June 30, 2011 and 2010 respectively. Additionally, there was no associated cost of sales. The Company to date has had minimal revenue and cost of sales, and is still in the development stage.

Selling, General and Administrative Expenses:

Selling, general and administrative expenses for the nine month period ending June 30, 2011 were \$723,467 as compared to \$1,102,339 during the same period in 2010. The decrease of \$(378,872) was related primarily to a general reduction to salaries and operating expenses under the Company's re-focused plan of operations for the development of a new cross-industry thin film solar manufacturing technology. During the period we prepared plans and began efforts to establish our own facilities for use in continued process improvement, marketing efforts, and systems sales support. We anticipate that expenditures associated with the development and sales of our thin-film solar manufacturing technologies will increase SG&A expenditures in the future. However, we plan to offer our technology as a licensable process to existing solar product manufacturers which we anticipate will mitigate future expenditures that would normally be associated with our need to establish direct large scale manufacturing capabilities and the associated facility infrastructure.

Research and Development:

Research and development for the nine month period ended June 30, 2011 were \$222,029 as compared to \$346,145 during the same period in 2010. The decrease of \$(124,116) was due to a decrease in salaries due to fewer research related employees, and materials used in the first three months of the period, and a reduction to research and development efforts with third party equipment vendors in the later portion of the period whose equipment we may use as part of our integrated CIGSolar™ manufacturing system. During the period while reducing direct research and development costs we prepared plans and began efforts to establish each of the various system capabilities necessary for our technology within our own facilities for use in continued process improvement, marketing efforts, and future systems sales support. We anticipate that future R&D expense will again increase as we complete this process establishing each of the various system capabilities within our own facilities.

Net Loss:

The net loss for the nine months ended June 30, 2011 was \$(812,582) as compared to a net loss of \$(1,871,411) for the same period 2010. The decreased net loss of \$(1,058,829) includes the operating expense changes discussed above, and the net change in non-cash expense of \$45,338 for depreciation expense. The Company anticipates the trend of losses to continue in future quarters until the Company can recognize sales of significance of which there is no assurance.

**LIQUIDITY AND CAPITAL RESOURCES**

As of June 30, 2011, we had a working capital deficit of \$(550,093) as compared to \$(727,848) at September 30, 2010. This decrease in working capital deficit of \$(177,755) was due primarily to the addition of equity financing.

During the nine months ended June 30, 2011, the Company used \$(888,739) of cash for operating activities, as compared to cash used of \$(785,302) for the same period 2010. The increase in cash used of \$(103,437) for operating activities was primarily due to a decrease in prepaid expenses, and accounts payable as the Company has re-focused its plan of operations on the development of a new cross-industry thin film solar manufacturing technology.

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Cash provided by investing activities for the nine months ended June 30, 2011 was \$10,947, as compared to cash used of \$(225,900) for the same period 2010. The net decrease of cash used in investing activities was primarily due to a decrease in the purchase of manufacturing equipment and facilities in process under the Company's revised plan of operations.

Cash provided by financing activities for the nine months ended June 30, 2011 was \$825,000, as compared to \$953,000 for the same period 2010. Our capital needs have primarily been met from the proceeds of private placements, as we are currently in the development stage and had no revenues.

Our financial statements as of June 30, 2011 have been prepared under the assumption that we will continue as a going concern from inception (February 25, 1997) through June 30, 2011. Our independent registered public accounting firm has issued their report dated December 29, 2010 that included an explanatory paragraph expressing substantial doubt in our ability to continue as a going concern without additional capital becoming available. Our ability to continue as a going concern ultimately is dependent on our ability to generate a profit which is dependent upon our ability to obtain additional equity or debt financing, attain further operating efficiencies and, ultimately, to achieve profitable operations. The financial statements do not include any adjustments that might result from the outcome of this uncertainty.

For the nine months ended June 30, 2011, the Company's capital needs have been met from the use of working capital provided by the proceeds of (i) the Company's working capital and (ii) the sale of registered and restricted common stock for proceeds totaling \$825,000 dollars.

**Lincoln Park Capital Fund, LLC Transaction**

On March 30, 2010, XsunX signed a \$5 million stock purchase agreement with Lincoln Park Capital Fund, LLC ("LPC"), an Illinois limited liability company. Upon signing the agreement, XsunX received \$500,000 from LPC as an initial purchase under the \$5 million dollar commitment in exchange for 5,000,000 shares of our common stock. We also entered into a registration rights agreement with LPC whereby we agreed to file a registration statement related to the transaction with the U.S. Securities & Exchange Commission ("SEC") covering the shares that have been issued or may be issued to LPC under the purchase agreement. On April 30, 2010, XsunX, Inc. filed a Form S-1 with the Securities and Exchange Commission seeking to register 27,500,000 shares related to our financing agreements with LPC. The registration was declared effective by the Securities and Exchange Commission on June 30, 2010. On March 29, 2011 we filed a Post-Effective Amendment No. 1 Form S-1 with the Securities and Exchange Commission seeking to maintain the registration for the 27,500,000 shares related to our financing agreements with LPC. The Post-Effective Amendment No. 1 registration was declared effective by the Securities and Exchange Commission on April 4, 2011. Subject to the effective registration statement related to the transaction, we have the right over a 25-month period to sell our shares of common stock to LPC in amounts up to \$500,000 per sale, depending on certain conditions as set forth in the purchase agreement, up to the aggregate commitment of \$5 million.

There are no upper limits to the price LPC may pay to purchase our common stock, and the purchase price of the shares related to the \$4.5 million of future funding will be based on the prevailing market prices of the Company's shares at the time of sales without any fixed discount. The Company will control the timing and amount of any sales of shares to LPC. LPC shall not have the right or the obligation to purchase any shares of our common stock on any business day that the price of our common stock is below \$0.08.

In consideration for entering into the \$5 million agreement which provides for an additional \$4.5 million of future funding, we issued to LPC 1,250,000 shares of our common stock as a financing inception commitment and shall issue an equivalent amount of shares pro rata as LPC purchases the additional \$4.5 million. The common stock purchase agreement may be terminated by us at any time at our discretion without any cost to us. Except for a limitation on variable priced financings, there are no negative covenants, restrictions on future funding's, penalties or liquidated damages in the agreement. The proceeds received by the Company under the common stock purchase agreement are expected to be used in the development of thin film manufacturing equipment and technologies, general and administrative costs, and general working capital.

Pursuant to the stock purchase agreement with LPC and the S-1 Registration Statement declared effective by the SEC on June 30, 2010, the Company has sold to Lincoln Park Capital Fund, LLC through June 30, 2011, approximately 12,410,184 shares for a total investment of \$1,125,000 including the initial \$500,000 and 5,000,000 shares. These shares were sold at various pricing between \$0.08 and \$0.10 per share. Including 1,250,000 shares provided to LPC as financing inception commitment shares, and an additional 173,608 commitment shares issued pro rata as LPC has purchased additional shares, as of June 30, 2011 13,666,208 registered shares remain available for future sales pursuant to the effective S-1 Registration Statement.

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**DEVELOPMENT STAGE COMPANY**

The Company is currently engaged in efforts to develop a cross-industry thin film solar manufacturing concept that we believe provides an opportunity for XsunX to establish a competitive advantage within the solar industry, and as of the period ended June 30, 2011, did not have any significant revenues. The transition to revenue recognition may exceed cash generated from operations in the current and future periods. We have in the past experienced substantial losses and negative cash flow from operations and have required financing, including equity and debt financing, in order to pursue the commercialization of products based on our technologies. We expect that we will continue to need significant financing to operate our business. If additional financing is not available or not available on terms acceptable to us, our ability to fund our operations, maintain our research and development efforts necessary to complete the development of marketable products or otherwise respond to competitive pressures may be significantly impaired. We could also be forced to curtail our business operations, reduce our investments, decrease or eliminate capital expenditures and delay the execution of our business plan which would have a material adverse affect on our business.

While we have been able to raise capital in a series of equity and debt offerings in the past there can be no assurances that we will be able to obtain such additional financing, on terms acceptable to us and at the times required, or at all.

Irrespective of whether the Company's cash assets prove to be inadequate to meet the Company's operational needs, the Company might seek to compensate providers of services by issuances of stock in lieu of cash.

**OFF-BALANCE SHEET ARRANGEMENTS**

We do not have any off balance sheet arrangements that are reasonably likely to have a current or future effect on our financial condition, revenues, results of operations, liquidity or capital expenditures.

**Item 3. Quantitative and Qualitative Disclosures About Market Risk.**

We do not have any market risk sensitive instruments. Since all operations are in U.S. dollar denominated accounts, we do not have foreign currency risk. Our operating costs are reported in U.S. dollars.

The Company does not invest in term financial products or instruments or derivatives involving risk other than money market accounts, which fluctuate with interest rates at market.



#### **Item 4. Controls and Procedures.**

##### **Evaluation of Disclosure Controls and Procedures**

We maintain disclosure controls and procedures designed to ensure that information required to be disclosed in reports filed under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized, and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive officer, principal financial officer, and principal operating officer, as appropriate, to allow timely decisions regarding required disclosure. In designing and evaluating our disclosure controls and procedures, management recognized that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives.

As required by SEC Rule 15d-15(e), our management carried out an evaluation, under the supervision and with the participation of our principal executive officer, principal financial officer, and principal operating officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this report. Based on that evaluation, our principal executive officer, principal financial officer, and principal accounting officer concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of the end of the period covered by this report.

##### **Changes in Internal Control over Financial Reporting**

There have not been any changes in our internal control over financial reporting (as such term is defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act) during the three months ended June 30, 2011 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

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**PART II - OTHER INFORMATION**

**Item 1. Legal Proceedings.**

In the ordinary conduct of our business, we may become involved in various lawsuits and legal proceedings, which arise in the ordinary course of business. However, litigation is subject to inherent uncertainties, and an adverse result in these or other matters may arise from time to time that may harm our business. We are currently not aware of any such legal proceedings or claims that we believe will have, individually or in the aggregate, a material adverse effect on our business, financial condition or operating results except as set forth below.

On September 21, 2010 we received notice of a claim filed by Billco Manufacturing Inc. in the State of California, Orange County Superior Court, requesting that the court award \$340,567.50 for an open book account balance purportedly owed to the manufacturer by XsunX. XsunX has aggressively disputed this claim and to avoid further litigation expenses defending against this claim we negotiated a settlement with Billco in which XsunX will pay \$30,000 in the form of 3 equal monthly payments of \$10,000 each commencing April 15, 2011. As of June 30, 2011 the Company has made all required payments under the settlement leaving a principal balance in the amount of \$0.00.

**Item 1A. Risk Factors**

There are no material changes from the risk factors previously disclosed in the Registrant's Form 10-K filed on December 29, 2010.

**Item 2. Unregistered Sales of Equity Securities and Use of Proceeds**

In January and March 2011, the Company accepted offers for the sale of a total of 5,000,000 units of its restricted Common Stock in private placements for cash proceeds of \$200,000. Each unit is composed of one share of restricted common stock and a five year warrant exercisable to purchase two shares of Common Stock at \$0.04 per share. The shares were issued in a transaction exempt from registration pursuant to Section 4(2) of the Securities Act. In January 2011, a holder of warrants exercised all available 5,000,000 warrants utilizing a cashless exercise provision resulting in the net issuance of 2,680,204 shares of the Company's restricted common stock. The shares were issued in a transaction exempt from registration pursuant to Section 4(2) of the Securities Act. In March 2011 the Company accepted an offer for the sale of 1,250,000 shares of its restricted common stock in a private placement for cash proceeds of \$50,000. The shares were issued in a transaction exempt from registration pursuant to Section 4(2) of the Securities Act.

**Use of Proceeds from the Sale of Securities**

The proceeds from the above sales of securities were and are being used primarily to fund efforts by the Company to develop marketable technologies for the manufacture of thin film solar technologies, and in the day-to-day operations of the Company and to pay the accrued liabilities associated with these operations.

**Item 3. Defaults Upon Senior Securities**

None.

**Item 4. (Removed and Reserved)**

**Item 5. Other information**

None

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**Item 6. Exhibits**

Exhibit No. Description

- 3.1 Articles of Incorporation. (Incorporated by reference to Registration Statement Form 10SB12G #000-29621 dated February 18, 2000 and by reference to exhibits included with the Company's prior Report on Form 8-K/A filed with the Securities and Exchange Commission dated October 29, 2003)
- 3.2 Bylaws. (Incorporated by reference to Registration Statement Form 10SB12G #000-29621 filed with the Securities and Exchange Commission dated February 18, 2000)
- 10.1 XsunX Plan of Reorganization and Asset Purchase Agreement, dated September 23, 2003. (Incorporated by reference to exhibits included with the Company's prior Report on Form 8-K/A filed with the Securities and Exchange Commission dated October 29, 2003)
- 10.2 Form S-1/A related to the filing of a Post-Effective Amendment No. 1 registration statement by the Company.(1)
- 31.1 Certifications of the Chief Executive and Financial Officer pursuant to Section 302 of the Sarbanes-Oxley Certification Act of 2002 (2)
- 32.1 Certification Pursuant To 18 U.S.C. Section 1350, As Adopted Pursuant To Section 906 of the Sarbanes-Oxley Certification Act Of 2002(2)

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(1) Incorporated by reference to exhibits included with the Company's prior Report on Form S-1/A filed with the Securities and Exchange Commission dated March 29, 2011.

(2) Provided herewith

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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**XSUNX, INC.**

Dated: August 15, 2011 By: /s/ Tom M. Djokovich

*Tom M. Djokovich,*

*Principal Executive and Financial Officer*

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