

UNITED STATES  
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: May 19, 2011

**VISUALANT, INCORPORATED**

(Exact name of Registrant as specified in its charter)

**Nevada**

(State or jurisdiction of incorporation)

**0-25541**

(Commission File No.)

**91-1948357**

(IRS Employer Identification No.)

**500 Union Street, Suite 406  
Seattle, Washington 98101  
(206) 903-1351**

(Address of Registrant's principal executive office and telephone number)

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## Section 1 - Registrant's Business and Operations

### Item 1.01 Entry into a Material Definitive Agreement.

#### *Securities Purchase Agreement with Gemini Master Fund, Ltd. and Ascendant Capital Partners, LLC ("Investors")*

On May 19, 2011, Visualant, Inc. ("Visualant" or the "Company") entered into a Securities Purchase Agreement ("Agreement") with Gemini Master Fund, Ltd. and Ascendant Capital Partners, LLC ("Investors") pursuant to which the Company agreed to issue \$1.2 million of 10% convertible debentures due May 1, 2012. The Company received \$1.0 million in cash related to the Agreement.

The financing, led by Gemini Strategies LLC of San Diego, CA and New York, and Ascendant Capital Partners LLC of Irvine, CA, provides capital for Visualant to continue with the execution of its strategic plans, including the funding of its planned acquisitions and the market development of its Spectral Pattern Matching Technology.

Under the terms of the Agreement, the convertible debentures have a floor conversion price of \$0.35 per share subject to adjustment and include warrants totaling 2.4 million shares that are exercisable at a price of \$0.50 per share for five years. The financing provides for an additional \$1.0 million investment option within the one year agreement at \$1.00 per share and has a floor conversion price of \$.70 per share subject to adjustment. The Company has agreed to file a registration statement on form S-1 to register the resale of all shares issuable in connection with the convertible debentures and warrants and have it declared effective within ninety days of the closing of the transaction.

The Company paid legal fees and expenses in the amount of \$12,500. Visualant also paid \$80,000 or 8.0% of the cash received and issued a five warrant for 192,000 shares in placement agent fees to Ascendant Capital Markets LLC.

The Agreement may be terminated by the Investors under certain conditions. The Agreement also contains certain representations and warranties of Visualant and the Investors, including customary investment-related representations provided by the Investors, as well as acknowledgements by the Investors that it has reviewed certain disclosures of the Company (including the periodic reports that the Company has filed with the SEC) and that the Company's issuance of the shares has not been registered with the SEC or qualified under any state securities laws. Visualant provided customary representations regarding, among other things, its organization, capital structure, subsidiaries, disclosure reports, absence of certain legal or governmental proceedings, financial statements, tax matters, insurance matters, real property and other assets, and compliance with applicable laws and regulations. The Investor's representations and warranties are qualified in their entirety (to the extent applicable) by the Company's disclosures in the reports it files with the SEC. Visualant also delivered confidential disclosure schedules qualifying certain of its representations and warranties in connection with executing and delivering the Agreement.

The above description of the Securities Purchase Agreement is intended only as a summary of such agreement. The full agreement will be filed as an exhibit to Visualant's Form 10-Q for the quarter ended on June 30, 2011.

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits –

Exhibit No.	Description
99.1	Press release issued by Visualant, Inc. dated May 24, 2011 concerning the \$1 million in financing.

## 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.

Registrant: VISUALANT, INCORPORATED

By: /s/ Ronald P. Erickson  
Ronald P. Erickson, CEO

May 24, 2011

### Item 9.01 Financial Statements and Exhibits.

(d) Exhibits –

Exhibit No.	Description
<a href="#"><u>99.1</u></a>	Press release issued by Visualant, Inc. dated May 24, 2011 concerning the \$1 million in financing.



**FOR IMMEDIATE RELEASE**

**CONTACT**

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**Investor Relations**

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**Visualant Closes \$1.0 Million Financing;  
Plans to Accelerate Its Growth Strategy**

Seattle, WA. – May 24, 2011, Visualant, Inc. (OTCBB: VSUL), a pioneer provider of industry-leading color based identification and diagnostic solutions, an emerging leader in security and authentication systems technology and distributor of a wide variety of security solutions through its wholly-owned subsidiary, TransTech Systems, Inc., announced today that it closed a \$1.0 million financing.

The financing, led by Gemini Strategies LLC of San Diego, CA and New York, and Ascendant Capital Partners LLC of Irvine, CA, provides capital for Visualant to continue with the execution of its strategic plans, including the funding of its planned acquisitions and the market development of its Spectral Pattern Matching Technology.

The financing, in the form of a 10% convertible debenture, has a floor conversion price of \$0.35 per share subject to adjustment and includes warrants for 2.4 million shares that are exercisable at a price of \$0.50 per share for five years. The financing provides for an additional \$1.0 million investment option within the one year agreement at \$1.00 per share and has a floor conversion price of \$.70 per share subject to adjustment.

“We are pleased to secure the support of Gemini Strategies and Ascendant Capital Partners,” said Ron Erickson, Visualant CEO. “Their investment provides the resources for Visualant to accelerate the execution of our growth plans.”

**About Visualant, Inc.**

Visualant, Inc. (OTCBB:VSUL and [www.visualant.net](http://www.visualant.net)) develops low-cost, high speed, light-based security and quality control solutions for use in homeland security, anti-counterfeiting, forgery/fraud prevention, brand protection and process control applications. Our patent-pending technology uses controlled illumination with specific bands of light, to establish a unique spectral signature for both individual and classes of items. When matched against existing databases, these spectral signatures allow precise identification and authentication of any item or substance. This breakthrough optical sensing and data capture technology is called Spectral Pattern Matching (“SPM”). SPM technology can be miniaturized and is easily integrated into a variety of hand-held or fixed mount configurations, and can be combined in the same package as a bar-code or biometric scanner.

Through its wholly owned subsidiary, TransTech Systems, Inc., the Company provides security and authentication solutions to security and law enforcement markets throughout the United States.

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