

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: August 16, 2012

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)

**Section 1 – Registrant's Business and Operations**

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

*Amended 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.

On August 16, 2012, the Company and Investors entered into Second Amendment to Securities Purchase Agreement and Debentures ("Amendment"). The Amendment extended the maturity date of the convertible debentures from September 30, 2012 to September 30, 2013. In addition, the additional investment and participation rights as defined in the Agreement were extended from September 30, 2012 to September 30, 2013.

The above description of the Second Amendment is intended only as a summary of such agreement. The full agreement is filed as Exhibit 10.1 and is hereby incorporated by reference.

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**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits –

<b>Exhibit No.</b>	<b>Description</b>
10.1	Second Amendment to Securities Purchase Agreement and Debentures.

**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

August 21, 2012

By: /s/ Mark Scott  
Mark Scott  
Chief Financial Officer

**EXHIBIT INDEX**

<b>Exhibit No.</b>	<b>Description</b>
<u>10.1</u>	Second Amendment to Securities Purchase Agreement and Debentures.

**SECOND AMENDMENT TO  
SECURITIES PURCHASE AGREEMENT AND DEBENTURES**

This Second Amendment to Securities Purchase Agreement and Debentures (this “Amendment”) is dated as of August 16, 2012.

WHEREAS, the parties hereto entered into a Securities Purchase Agreement dated as of May 19, 2011 (the “Agreement”) between Visualant, Incorporated, a Nevada corporation (the “Company”), and each purchaser identified on the signature pages hereto (each, including its successors and assigns, a “Purchaser” and collectively the “Purchasers”); and

WHEREAS, pursuant to the Agreement, the Company issued certain Debentures (as such term is defined in the Agreement) to each Purchaser as follows: (a) 10% Convertible Debenture in the principal amount of USD \$900,000 issued on May 19, 2011 to Gemini Master Fund, Ltd.; and (b) 10% Convertible Debenture in the principal amount of USD \$300,000 issued on May 19, 2011 to Ascendant Capital Partners LLC; and

WHEREAS, the Company and each of the Purchasers entered into the First Amendment to the Securities Purchase Agreement and Debentures dated as of March 12, 2012; and

WHEREAS, the Company and each of the Purchasers have agreed to extend the Maturity Date of the Debentures to September 30, 2013, among other things;

NOW THEREFORE, in consideration of the foregoing and other good and valuable consideration, the receipt and adequacy of which are hereby acknowledged, the Company and each Purchaser agree as follows:

1. Extension of Maturity Date of Debentures.

The Maturity Date, as such term is defined in the Debentures, of each Debenture issued to the Purchasers is hereby extended from May 1, 2012 to September 30, 2013.

2. Extension of Additional Investment Right and Participation Right.

The additional investment right is hereby extended to September 30, 2013, such that the words “On or prior to the date which is one year following the Closing Date,” in the first sentence of Section 2.4(a) of the Agreement shall be replaced with “On or prior to September 30, 2013”. The Purchasers’ right to participate in Subsequent Financings is hereby extended to September 30, 2013, such that the words “until the date that is the 12 month anniversary of the Closing Date,” in the first sentence of Section 4.12(a) of the Agreement shall be replaced with “until September 30, 2013”.

3. No Other Amendment.

Except as expressly and specifically amended hereby, all other terms, conditions and provisions of the Debentures and the Agreement shall remain unchanged and shall continue in full force and effect.

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4. Counterparts.

This Amendment may be executed in two or more counterparts, electronically or by facsimile, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Second Amendment to Securities Purchase Agreement to be duly executed by their respective authorized signatories as of the date first indicated above.

**VISUALANT, INCORPORATED**

By: /s/ Ronald P. Erickson  
Name: Ronald P. Erickson  
Title: Chief Executive Officer

Name of Purchaser: **GEMINI MASTER FUND, LTD.**

By: GEMINI STRATEGIES LLC, INC. as investment manager

*Signature of Authorized Signatory of Purchaser:* /s/ Steven Winters

Name of Authorized Signatory: Steven Winters

Title of Authorized Signatory: President

Name of Purchaser: **ASCENDIANT CAPITAL PARTNERS LLC**

*Signature of Authorized Signatory of Purchaser:* /s/ Bradley J. Wilhite

Name of Authorized Signatory: Bradley J. Wilhite

Title of Authorized Signatory: Managing Partner