

NEXIA HOLDINGS INC
Form 8-K
September 12, 2007

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

FORM 8-K

**CURRENT REPORT FOR ISSUERS SUBJECT TO THE
1934 ACT REPORTING REQUIREMENTS**

CURRENT REPORT

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

Date of Event: September 7, 2007
(date of earliest event reported)

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

Nevada
(State or other jurisdiction of incorporation or organization)

033-22128D
(Commission File Number)

84-1062062
(IRS Employer Identification Number)

59 West 100 South, Suite 200, Salt Lake City, Utah 84101
(Address of principal executive offices)

(801) 575-8073
(Registrant's telephone number, including area code)



ITEM UNREGISTERED SALES OF EQUITY SECURITIES

3.02

On September 6 2007 the Company authorized the delivery to Mr. Joseph Corso, Jr. Two Hundred Million Three Hundred Twenty Eight Thousand (200,328,000) shares of common stock of the Company stated par value of \$0.0001. The issuance represents approximately 4.8% of the currently issued and outstanding 3,927,995,086 shares of common stock of the Company. The issuances was carried out in partial satisfaction, in the sum of \$37,381, of the “24% Series A Senior Subordinated Convertible Redeemable Debenture Due November 1, 2007” debenture held by Mr. Corso, the debenture has a face value of \$200,000 and the debentures were originally issued in November of 2004. The conversion rate for the debentures is equal to 70% of the market value of common stock at the time of conversion and Mr. Corso converted \$37,381 of the value of the debenture on September 6, 2007. Mr. Corso has been verified as an accredited investor as that term is defined by federal securities rules and regulations. The transaction was handled as a private sale exempt from registration under Section 4(6) of the Securities Act of 1993.

On September 7, 2007, the Company authorized the delivery to J H Darbie & Co., Inc. of 99 Wall Street, 6th Floor, New York, NY 10005, of Twenty Four Thousand (24,000) shares of the Corporation’s Series C Preferred Stock. The issuance represents the required payment pursuant to the September 4, 2007 Financial Advisory Agreement between J H Barbie & Co., Inc. and the Company. The contract provides for the provision of services to the Company in exchange for the delivery of the series C Preferred Stock. The transaction was handled as a private sale to an accredited investor, exempt from registration under Section 4(6) of the Securities Act of 1993.

ITEM 9.01 Financial Statements and Exhibits

The following exhibits are included as part of this report:

Exhibit ***Page No.******Description***
No.

NONE

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.

Dated this 12th day of September, 2007.

Nexia Holdings, Inc.

/s/ Richard Surber

Richard Surber, President