



**Item 3.02. Unregistered Sales of Equity Securities.**

During the period from August 16, 2005, through September 15, 2005 (any issuances previously disclosed by the Company on Form 8-K or Form 10-QSB are not repeated herein), the Company issued the following shares of its common stock, \$.001 par value per share ("Common Stock") without registration under the Securities Act of 1933, as amended (the "Securities Act") (dollars and shares are in thousands, except for total outstanding shares):

1. the Company issued an aggregate of 1,956 shares of Common Stock to 17 holders of warrants who exercised such warrants at exercise prices ranging from \$.01 to \$2.90 per share as shown in the following table:

<u>Range of Exercise Prices</u>	<u>Number of Shares</u>
\$0.01 - \$1.00	960
\$1.25 - \$1.88	158
\$2.00 - \$2.90	838
	1,956

2. the Company issued an aggregate of 348 shares of Common Stock to the holders of five stock options that were granted under the Company's stock option plans, which holders exercised such stock options at exercise prices ranging from \$.65 to \$1.50 per share; and

3. the Company issued 333 shares of Common Stock upon the conversion of 20 shares of the Company's Series B Preferred Stock by the holder of such shares at a conversion price of \$1.50 per share.

The above issuances were unregistered, as the Company was relying on the exemptions from registration contained in Section 4(2) of the Securities Act, and Regulation D promulgated thereunder, on the basis that such transactions did not involve public offerings of securities.

Including the issuances described above, the Company had 26,732,232 shares of Common Stock outstanding as of September 15, 2005.

**SIGNATURE**

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.

Home Solutions of America, Inc.  
(Registrant)

By: /s/ Rick J. O'Brien  
Rick J. O'Brien  
Chief Financial Officer

Dated: September 15, 2005