

**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 (Date of earliest event reported): August 4, 2010**

**ENTECH SOLAR, INC.**

(Exact Name of Registrant as specified in charter)

Delaware	001-34592	33-0123045
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)
13301 Park Vista Boulevard, Suite 100, Fort Worth, Texas		76177
(Address of principal executive offices)		(Zip Code)

Registrant's telephone number, including area code: 817/ 224-3600

N/A

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 5.02. DEPARTURE OF DIRECTORS OR CERTAIN OFFICERS; ELECTION OF DIRECTORS; APPOINTMENT OF CERTAIN OFFICERS; COMPENSATORY ARRANGEMENTS OF CERTAIN OFFICERS.**

On August 4, 2010, Entech Solar, Inc. (the "Company") held its 2010 annual meeting of stockholders (the "Annual Meeting").

At the Annual Meeting, the Company's stockholders approved the Amended and Restated 1999 Stock Plan (the "Restated Plan"). The Company's Board of Directors approved the Restated Plan on May 26, 2010, subject to stockholder approval. The Restated Plan, among other things, increases the number of shares of common stock issuable under the Stock Plan from 80,000,000 to 130,000,000 shares. A description of the material provisions of the Restated Plan is included under the caption "Proposal Four: To Approve an Amendment and Restatement of Our 1999 Incentive Stock Option Plan" in the Company's definitive proxy statement as filed with the Securities and Exchange Commission on June 21, 2010, which description is incorporated herein by reference.

The information included in this Item 5.02 is summary in nature and is qualified in its entirety by reference to the Restated Plan, which is filed as Exhibit 10.1 hereto, and is incorporated herein by reference.

**ITEM 5.07. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

(a) The Company's Annual Meeting was held on August 4, 2010.

(b) The name of each director elected at the meeting and a brief description of each other matter voted upon at the meeting is as follows: The stockholders:

- Elected all of the Company's nominees for directors;
- Ratified the appointment of Amper, Politziner & Mattia, LLP as the Company's independent auditor for the year ending December 31, 2010;
- Approved the Company's Amended and Restated Certificate of Incorporation (the "Restated Charter"), a copy of which is attached as Exhibit 3.1 hereto and is incorporated herein by reference, to increase the number of shares of common stock the Company is authorized to issue from 610,000,000 to 980,000,000 shares and to make certain other administrative and conforming changes; and
- Approved the Restated Plan to, among other things, increase the number of shares of common stock issuable under the Stock Plan from 80,000,000 to 130,000,000 shares. The tabulation of votes for each proposal is as follows:

1) Election of Directors:

Nominee	For	Withheld	Broker Non-Votes
Mark J. O'Neill	147,881,912 shares of Common Stock and 4,892,287 shares of Series D Preferred Stock, representing 59,057,827 shares of Common Stock, for a total of 206,939,739 shares of Common Stock	698,537 shares of Common Stock	64,272,686 shares of Common Stock
David Gelbaum	4,892,287 shares of Series D Preferred Stock	-	-
Peter L. Corsell	4,892,287 shares of Series D Preferred Stock	-	-
David Field	100 shares of Series I Preferred Stock	-	-

2) Ratification of Independent Auditors:

For	Against	Abstained
210,235,485 shares of Common Stock and 4,892,287 shares of Series D Preferred Stock, representing 59,057,827 shares of Common Stock, for a total of 269,293,312 shares of Common Stock	2,062,032	555,618

3) Approval of Restated Charter:

For	Against	Abstained	Broker Non-Votes
196,953,935 shares of Common Stock and 4,892,287 shares of Series D Preferred Stock, representing 59,057,827 shares of Common Stock, for a total of 256,011,762 shares of Common Stock	15,023,942	875,258	-

4) Approval of Restated Plan:

<b>For</b>	<b>Against</b>	<b>Abstained</b>	<b>Broker Non-Votes</b>
145,581,292 shares of Common Stock and 4,892,287 shares of Series D Preferred Stock, representing 59,057,827 shares of Common Stock, for a total of 204,639,119 shares of Common Stock	2,738,334	260,823	64,272,686

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS.**

**Exhibits.**

Exhibit Number	Description of Exhibit
3.1	Amended and Restated Certificate of Incorporation of Entech Solar, Inc.
10.1	Amended and Restated 1999 Stock Plan (incorporated by reference from Appendix B to the Registrant's definitive proxy statement filed on June 21, 2010 (File No. 001-34592))

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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.

ENTECH SOLAR, INC.

By: /s/ Charles Michel  
Chief Financial Officer

Dated: August 6, 2010

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**AMENDED AND RESTATED**  
**CERTIFICATE OF INCORPORATION**  
**OF**  
**ENTECH SOLAR, INC.**

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Pursuant to Sections 242 and 245 of the  
General Corporation Law of the State of Delaware

Entech Solar, Inc., a corporation organized and existing under and by virtue of the provisions of the General Corporation Law of the State of Delaware (the "Delaware GCL"),

DOES HEREBY CERTIFY:

1. That the name of this corporation is Entech Solar, Inc., and that this corporation was originally incorporated pursuant to the Delaware GCL on March 30, 2001 under the name WORLDWATER CORP.
2. This Amended and Restated Certificate of Incorporation, which amends and restates the original Certificate of Incorporation, as amended, was duly adopted by the stockholders in accordance with the provisions of Section 242 and of Section 245 of the Delaware GCL.
3. The text of the Certificate of Incorporation, as amended, is hereby amended and restated to read in its entirety as follows:

ARTICLE ONE:     Name of Corporation. The name of the corporation is Entech Solar, Inc. (the "Corporation").

ARTICLE TWO:     Registered Office and Agent. The address of the Corporation's registered office in the State of Delaware is 16192 Coastal Highway, in the City of Lewes, County of Sussex, Delaware, 19958-9776. The name of its registered agent at such address is Harvard Business Services, Inc.

ARTICLE THREE:    Purpose. The purposes for which the Corporation is formed are to engage in any lawful act or activity for which corporations may be organized under the Delaware GCL and to possess and exercise all of the powers and privileges granted by such law and any other law of the State of Delaware.

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ARTICLE FOUR: Authorized Capital. The total number of shares that may be issued by the Corporation is nine hundred ninety million (990,000,000), of which:

- (a) nine hundred eighty million (980,000,000) shares with a par value of one-tenth of one cent (\$0.001) per share shall be designated as Common Stock; and
- (b) ten million (10,000,000) shares with a par value of one cent (\$0.01) per share shall be designated as Preferred Stock.

The designations, preferences and relative participations, options, or other rights or qualifications, limitations or restrictions thereof shall be fixed by resolution of the Board of Directors of the Corporation.

ARTICLE FIVE: By-laws. The Board of Directors of the Corporation is authorized to adopt, amend or repeal the by-laws of the Corporation, except as otherwise specifically provided therein.

ARTICLE SIX: Election of Directors. The number, qualifications and classifications of directors of the Corporation shall be determined in the manner set forth in the Corporation's by-laws or as determined by resolution of the stockholders of the Corporation from time to time.

ARTICLE SEVEN: Right to Amend. The Corporation reserves the right to amend any provision contained in this Amended and Restated Certificate of Incorporation as the same may be in effect from time to time in the manner now or hereafter prescribed by law, and all rights conferred on stockholders or others hereunder are subject to such reservation.

ARTICLE EIGHT: Limitation on Liability. The directors of the Corporation shall be entitled to the benefits of all limitations on the liability of directors generally that are now or hereafter become available under the Delaware GCL. Without limiting the generality of the foregoing, no director of the Corporation shall be liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director, except for liability (i) for any breach of the director's duty of loyalty to the Corporation or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under Section 174 of the Delaware GCL, or (iv) for any transaction from which the director derived an improper personal benefit. Any repeal or modification of this Article Eight shall be prospective only and shall not affect, to the detriment of any director, any limitation on the personal liability of a director of the Corporation existing at the time of such repeal or modification.

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**IN WITNESS WHEREOF**, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 4th day of August, 2010.

/s/ David Gelbaum  
David Gelbaum  
President and Chief Executive Officer