ENERGY FOCUS, INC/DE
Form 8-K
April 11, 2014

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 (Date of Earliest Event Reported): March 31, 2014
ENERGY FOCUS, INC.
(Exact name of registrant as specified in its charter)
Delaware 0-24230 94-3021850 (State or Other Jurisdiction of Incorporation) (Commission File Number) (I.R.S. Employer Identification Number)

44139

(Zip Code)

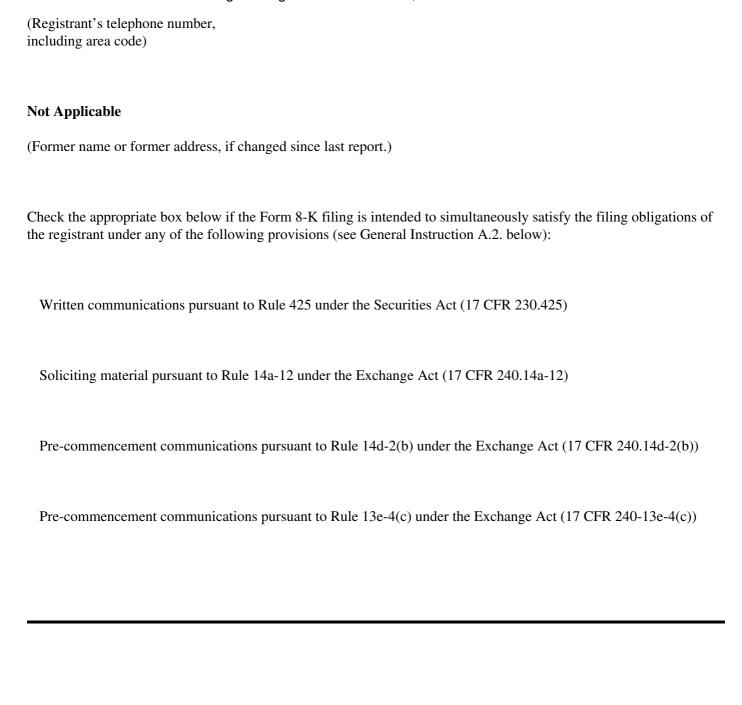
(440) 715-1300

Solon, Ohio

32000 Aurora Road, Suite B

(Address of principal executive offices)

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Item 8.01. Other Events.

Effective March 31, 2014, all of the holders (the "Holders") of the outstanding 5% convertible subordinated promissory notes (the "Notes") of Energy Focus, Inc., a Delaware corporation (the "Company"), converted the aggregate principal amount of \$6,145,000 into 26,717,393 shares of Common Stock, \$0.0001 par value per share ("Common Stock"), of the Company. As consideration for agreeing to the conversion, the Holders will receive additional interest payments for six months following the conversion. The conversion of all outstanding notes is expected to cause the Company to incur a non-operating charge of approximately \$2.7 million, but it will also increase equity by approximately \$6.1 million.

After giving effect to the conversion, as of March 31, 2014, there were 78,154,330 shares of Common Stock issued and outstanding.

The Company issued a press release regarding the conversion on April 11, 2014, which is attached as Exhibit 99.1 hereto.

Item 9.01. Financial Statements and Exhibits.

- (d) Exhibits
- 99.1 Press Release issued by the Company on April 11, 2014.

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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.

Dated: April 11, 2014

ENERGY FOCUS, INC.

By: /s/ Frank Lamanna Name: Frank Lamanna

Title: Chief Financial Officer

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EXHIBIT INDEX

Exhibit No. Description

99.1 Press Release issued by the Company on April 11, 2014.

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