

ENERGY FOCUS, INC/DE
Form 4
May 19, 2014

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Luo Jiangang

(Last) (First) (Middle)

18 MICHELLE WAY

(Street)

PINE BROOK, NJ 07058

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ENERGY FOCUS, INC/DE [EFOI]

3. Date of Earliest Transaction

(Month/Day/Year)

03/31/2014

4. If Amendment, Date Original Filed

(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing (Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 03/31/2014 | | C | | 9,108,697 | A | \$ 0.23 |
| | | | | | 9,108,697 | I | |

Held by Prime Science & Technology Inc. ⁽¹⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Underlying (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|--|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Subordinated Convertible Debt | \$ 0.23 | 03/31/2014 | | C | | 1,086,957 | | 04/30/2013 | 12/31/2016 | Common Stock |
| Subordinated Convertible Debt | \$ 0.23 | 03/31/2014 | | C | | 652,174 | | 07/31/2013 | 12/31/2016 | Common Stock |
| Subordinated Convertible Debt | \$ 0.23 | 03/31/2014 | | C | | 869,565 | | 09/30/2013 | 12/31/2016 | Common Stock |
| Subordinated Convertible Debt | \$ 0.23 | 03/31/2014 | | C | | 2,173,913 | | 10/31/2013 | 12/31/2016 | Common Stock |
| Subordinated Convertible Debt | \$ 0.23 | 03/31/2014 | | C | | 434,783 | | 12/31/2013 | 12/31/2016 | Common Stock |
| Subordinated Convertible Debt | \$ 0.23 | 03/31/2014 | | C | | 1,282,609 | | 01/31/2014 | 12/31/2016 | Common Stock |
| Subordinated Convertible Debt | \$ 0.23 | 03/31/2014 | | C | | 2,608,696 | | 02/28/2014 | 12/31/2016 | Common Stock |
| | \$ 0.48 | | | | | | | 01/18/2014 ⁽²⁾ | 12/18/2023 | |

Common
Stock OptionCommon
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Luo Jiangang 18 MICHELLE WAY PINE BROOK, NJ 07058 | X | X | | |
| Prime Science & Technology Inc. 18 MICHELLE WAY PINE BROOK, NJ 07058 | | X | | |

Signatures

/s/ Frank Lamana as
Attorney-in-Fact

05/19/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Mr. Luo is Managing Partner and President of Prime Science & Technology Inc.
 - (2) Date applies to 1/12th of the total as option vest monthly over a twelve month period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.