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ENERGY FOC	CUS, INC/DE	Ξ								
Form 4										
July 17, 2014										
FORM	4				NOTION		т	PPROVAL		
	UNITE	DSTATES		ITIES AND EXCHA hington, D.C. 20549	NGE COI	MMISSION	OMB Number:	3235-0287		
Check this b if no longer subject to Section 16. Form 4 or		STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES								
Form 5 obligations may continu <i>See</i> Instructi 1(b).	Bection 1	response ed pursuant to Section 16(a) of the Securities Exchange Act of 1934, on 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 Res	ponses)									
1. Name and Address of Reporting Person <u>*</u> Cohen William			2. Issuer Name and Ticker or Trading Symbol ENERGY FOCUS, INC/DE [EFOI]			5. Relationship of Reporting Person(s) to Issuer				
			ENERG	I FOCUS, INC/DE [E	CFUIJ	(Chee	ck all applicable	e)		
(Last) (First) (Middle) 53 EAST 34TH STREET			3. Date of Earliest Transaction(Month/Day/Year)07/15/2014			XDirectorX10% Owner Officer (give titleOther (specify below) below)				
PATTERSON	(Street)			ndment, Date Original th/Day/Year)	Ap 	oplicable Line) _ Form filed by (oint/Group Filin One Reporting Pe More than One R	rson		
FAITERSON	, NJ 07514				Pe	rson				
(City)	(State)	(Zip)	Table	e I - Non-Derivative Secur	ities Acquir	ed, Disposed o	f, or Beneficial	lly Owned		
	2. Transaction E Month/Day/Ye	ar) Executi any	emed on Date, if 'Day/Year)	3. 4. Securities TransactionAcquired (A) of Code Disposed of (E (Instr. 8) (Instr. 3, 4 and (A) or	or Sec D) Ber 15) Ow Fol Rep Tra	Amount of curities neficially /ned lowing ported unsaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V Amount (D)	Price (Ins	str. 3 and 4)				
Common Stock					10	8,695	D			
Common Stock					40	0,000	I <u>(1)</u>	Held by Costar Partners II, LLC		

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

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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. Transacti Code (Instr. 8)	5. Number on f 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 Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D	Date Exercisable	Expiration Date	Title	Amount o Number o Shares
Stock Option	\$ 5.5	07/15/2014		А	5,000	08/15/2014 <u>(3)</u>	07/15/2024	Common Stock	5,000
Warrant (Right to Buy)	\$ 4.3 <u>(2)</u>					03/02/2012	03/02/2015	Common Stock	200,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
Cohen William 53 EAST 34TH STREET PATTERSON, NJ 07514	Х	Х				
Costar Partners II, LLC 53 EAST 34TH STREET PATTERSON, NJ 07514		Х				
Signatures						
/s/ Frank Lamanna with Power Attorney	of	07/17/2014				

**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) William Cohen is the Manager and controlling Member of Costar Partners II, LLC.
- (2) Warrant was originally issued at \$5.40/share (post-reverse stock split); however, was re-priced per the terms of the warrant to \$4.30/share.
- (3) Date applies to 1/12th of the total as option vest monthly over a twelve month period.

Remarks:

Per share price and number of shares shown reflect a 1-for-10 reverse stock split effective July 16, 2014. Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners

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