

ENERGY FOCUS, INC/DE  
 Form 3/A  
 September 11, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Quercus Trust		(Month/Day/Year)	ENERGY FOCUS, INC/DE [EFOI]	
(Last)	(First)	(Middle)	03/14/2008	
1835 NEWPORT BLVD.,Â A109-PMB 467			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	03/21/2008
COSTA MESA,,Â CAÂ 92627			<input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input type="checkbox"/> Officer <input type="checkbox"/> Other	<input type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Warrant <sup>(1)</sup> 03/14/2008 03/14/2013 Common Stock 1,560,062 \$ 3.08 D <sup>^</sup>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quercus Trust 1835 NEWPORT BLVD. A109-PMB 467 COSTA MESA,, CA 92627	<sup>^</sup>	<sup>^</sup> X	<sup>^</sup>	<sup>^</sup>
Gelbaum David 1835 NEWPORT BLVD. A109-PMB 467 COSTA MESA,, CA 92627	<sup>^</sup>	<sup>^</sup> X	<sup>^</sup>	Co-Trustee
Gelbaum Monica Chavez 1835 NEWPORT BLVD. A109-PMB 467 COSTA MESA,, CA 92627	<sup>^</sup>	<sup>^</sup> X	<sup>^</sup>	Co-Trustee

## Signatures

/s/ David Gelbaum, Co-Trustee, The Quercus Trust 09/11/2008  
 Signature of Reporting Person Date

/s/ David Gelbaum, as attorney-in-fact for Monica Chavez Gelbaum, Co-Trustee, The Quercus Trust 09/11/2008  
 Signature of Reporting Person Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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).  
 This amendment to Form 3 is being filed to clarify that, in accordance with the limitations on exercise in the Warrant, the number of shares of common stock of the Issuer ("Common Stock") that may be acquired by the Reporting Persons upon any exercise of the
- (1) Warrant is limited to the extent necessary to insure that, following such exercise, the total number of Common Stock then beneficially owned by the Reporting Persons does not exceed 19.9% of the total number of outstanding Common Stock (including the Common Stock issuable upon such exercise).

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.