

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

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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.
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