

ENERGY FOCUS, INC/DE

Form 4

June 17, 2016

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Cohen William

(Last) (First) (Middle)

53 EAST 34TH STREET

(Street)

PATTERSON, NJ 07514

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ENERGY FOCUS, INC/DE [EFOI]

3. Date of Earliest Transaction
(Month/Day/Year)
06/15/2016

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 Beneficial Ownership (Instr. 4)
Common Stock				(A) or (D)			Held by son
Common Stock				Code V Amount (D) Price	1,259	I ⁽¹⁾	
Common Stock					600,000	I ⁽²⁾	Held by Costar Partners II, LLC
Common Stock					108,695	D	

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Amount of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units ⁽³⁾	\$ 0	06/15/2016		A		11,484		06/15/2017 ⁽⁴⁾	06/15/2017 ⁽⁴⁾	Common Stock	11,484
Stock Option	\$ 5.5							08/15/2014 ⁽⁵⁾	07/15/2024	Common Stock	5,000
Stock Option	\$ 10.36							08/23/2015 ⁽⁵⁾	07/23/2025	Common Stock	5,000
Stock Option	\$ 5.95							08/18/2015	08/12/2016 ⁽⁶⁾	Common Stock	31,250

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cohen William 53 EAST 34TH STREET PATTERSON, NJ 07514	X

Signatures

/s/ Marcia J. Miller, as
Attorney-in-Fact

06/17/2016

 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) These securities are held by the reporting person's son. The reporting person disclaims beneficial ownership of the securities.

(2) William Cohen is the Manager and controlling Member of Costar Partners II, LLC.

(3) Each Restricted Stock Unit represents a contingent right to receive one share of Energy Focus, Inc. Common Stock.

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- (4) The Restricted Stock Units vest 100% on 06/15/2017.
- (5) Date applies to 1/12th of the total as options vest monthly over a twelve month period.
- (6) Unvested stock options were forfeited concurrent with the Reporting Person's son's separation from the Company. The stock options that vested will remain exercisable until August 12, 2016.

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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