

ENERGY FOCUS, INC/DE
Form 4
July 27, 2015

FORM 4

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

OMB APPROVAL

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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

(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)
07/23/2015

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | | | | | 600,000 | I ⁽¹⁾ | 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.

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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 Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 10.36 | 07/23/2015 | | A | 5,000 | 08/23/2015 ⁽²⁾ 07/23/2025 | Common Stock | 5,000 |
| Restricted Stock Units ⁽³⁾ | \$ 0 | | | | | 03/16/2017 ⁽⁴⁾ 03/16/2017 ⁽⁴⁾ | Common Stock | 75,000 |
| Stock Option | \$ 5.95 | | | | | 08/18/2015 ⁽⁶⁾ 11/04/2024 | Common Stock | 75,000 |
| Stock Option | \$ 5.5 | | | | | 08/15/2014 ⁽²⁾ 07/15/2024 | Common Stock | 5,000 |

Reporting Owners

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

Signatures

Jason D. Christman, by power of attorney for William Cohen 07/27/2015

**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) Date applies to 1/12th of the total as option vests monthly over a twelve month period.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of Energy Focus, Inc. Common Stock.
- (4) The Restricted Stock Units vest 100% on 3/16/2017 subject to continued employment.

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

(6) Date applies to 1/4th of the total as option vests monthly over a 36 month period thereafter.

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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