

Edgar Filing: ENERGY FOCUS, INC/DE - Form SC 13D/A

ENERGY FOCUS, INC/DE  
Form SC 13D/A  
December 23, 2009

SECURITIES & EXCHANGE COMMISSION  
Washington, D.C. 20549  
-----

SCHEDULE 13D/A  
Under the Securities Exchange Act of 1934

(Amendment No. 1)

Energy Focus, Inc.  
-----

(Name of Issuer)

Common Stock, \$0.0001 par value per share  
-----

(Title of Class of Securities))

29268T102  
-----

(CUSIP NUMBER)

Eleazer N. Klein, Esq.  
Schulte Roth & Zabel LLP  
919 Third Avenue  
New York, NY 10022  
(212) 756-2000  
-----

(Name, address and telephone number of person  
authorized to receive notices and communications)

December 22, 2009  
-----

(Date of event which requires filing of this statement))

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box [ ].

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

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The information required in the remainder of this cover page shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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(1) NAME OF REPORTING PERSONS  
Diker Micro-Value QP Fund, LP

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)  [X]  
(b)  [ ]

-----

(3) SEC USE ONLY

-----

(4) SOURCE OF FUNDS (see instructions)  
WC

-----

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  [ ]

-----

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

NUMBER OF (7) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 1,073,972 shares of Common Stock

EACH (9) SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON WITH (10) SHARED DISPOSITIVE POWER  
1,073,972 shares of Common Stock

-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
1,073,972 shares of Common Stock

-----

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)  [ ]

-----

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
5.35%

-----

(14) TYPE OF REPORTING PERSON (see instructions)  
PN

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-----

(1) NAME OF REPORTING PERSONS  
Diker Micro-Value Fund, LP

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

(a)  [X]  
(b)  [ ]

-----

(3) SEC USE ONLY

-----

(4) SOURCE OF FUNDS (see instructions)  
WC

-----

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)  [ ]

-----

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

NUMBER OF (7) SOLE VOTING POWER  
SHARES -0-

-----

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 1,049,920 shares of Common Stock

-----

EACH (9) SOLE DISPOSITIVE POWER  
REPORTING -0-

-----

PERSON WITH (10) SHARED DISPOSITIVE POWER  
1,049,920 shares of Common Stock

-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
1,049,920 shares of Common Stock

-----

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)  [ ]

-----

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
5.23%

-----

(14) TYPE OF REPORTING PERSON (see instructions)  
PN

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(1) NAME OF REPORTING PERSONS

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Diker Micro & Small Cap Fund, LP

-----

(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions) (a)   
(b)

-----

(3) SEC USE ONLY

-----

(4) SOURCE OF FUNDS (see instructions)  
WC

-----

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)

-----

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

-----

NUMBER OF (7) SOLE VOTING POWER  
SHARES -0-

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 564,722 shares of Common Stock

EACH (9) SOLE DISPOSITIVE POWER  
REPORTING -0-

PERSON WITH (10) SHARED DISPOSITIVE POWER  
564,722 shares of Common Stock

-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
564,722 shares of Common Stock

-----

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)

-----

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
2.81%

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(14) TYPE OF REPORTING PERSON (see instructions)  
PN

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(1) NAME OF REPORTING PERSONS  
Diker M&S Cap Master, Ltd.

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)

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(a)   
(b)

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(3) SEC USE ONLY  
-----  
(4) SOURCE OF FUNDS (see instructions)  
WC  
-----  
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e)   
-----  
(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Cayman Islands  
-----  
NUMBER OF (7) SOLE VOTING POWER  
SHARES -0-  
-----  
BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 218,494 shares of Common Stock  
-----  
EACH (9) SOLE DISPOSITIVE POWER  
REPORTING -0-  
-----  
PERSON WITH (10) SHARED DISPOSITIVE POWER  
218,494 shares of Common Stock  
-----  
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
218,494 shares of Common Stock  
-----  
(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions)   
-----  
(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
1.09%  
-----  
(14) TYPE OF REPORTING PERSON (see instructions)  
CO  
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-----  
(1) NAME OF REPORTING PERSONS  
Diker GP, LLC  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)  
(a)   
(b)   
-----  
(3) SEC USE ONLY

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-----  
(4) SOURCE OF FUNDS (see instructions)  
OO  
-----  
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]  
-----  
(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----  
NUMBER OF (7) SOLE VOTING POWER  
SHARES -0-  
-----  
BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 2,907,108 shares of Common Stock  
-----  
EACH (9) SOLE DISPOSITIVE POWER  
REPORTING -0-  
-----  
PERSON WITH (10) SHARED DISPOSITIVE POWER  
2,907,108 shares of Common Stock  
-----  
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,907,108 shares of Common Stock  
-----  
(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) [ ]  
-----  
(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
14.48%  
-----  
(14) TYPE OF REPORTING PERSON (see instructions)  
OO  
-----

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-----  
(1) NAME OF REPORTING PERSONS  
Diker Management, LLC  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions) (a) [X]  
(b) [ ]  
-----  
(3) SEC USE ONLY  
-----  
(4) SOURCE OF FUNDS (see instructions)  
OO  
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-----  
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]  
-----  
(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware  
-----  
NUMBER OF (7) SOLE VOTING POWER  
SHARES -0-  
-----  
BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 2,907,108 shares of Common Stock  
-----  
EACH (9) SOLE DISPOSITIVE POWER  
REPORTING -0-  
-----  
PERSON WITH (10) SHARED DISPOSITIVE POWER  
2,907,108 shares of Common Stock  
-----  
(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,907,108 shares of Common Stock  
-----  
(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) [ ]  
-----  
(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
14.48%  
-----  
(14) TYPE OF REPORTING PERSON (see instructions)  
IA  
-----

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-----  
(1) NAME OF REPORTING PERSONS  
Charles M. Diker  
-----  
(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions)  
(a) [X]  
(b) [ ]  
-----  
(3) SEC USE ONLY  
-----  
(4) SOURCE OF FUNDS (see instructions)  
00  
-----  
(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]  
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(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
United States of America

---

NUMBER OF (7) SOLE VOTING POWER  
SHARES -0-

---

BENEFICIALLY (8) SHARED VOTING POWER  
OWNED BY 2,907,108 shares of Common Stock

---

EACH (9) SOLE DISPOSITIVE POWER  
REPORTING -0-

---

PERSON WITH (10) SHARED DISPOSITIVE POWER  
2,907,108 shares of Common Stock

---

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,907,108 shares of Common Stock

---

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) [ ]

---

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
14.48%

---

(14) TYPE OF REPORTING PERSON (see instructions)  
IN

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(1) NAME OF REPORTING PERSONS  
Mark N. Diker

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(2) CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP  
(see instructions) (a) [X]  
(b) [ ]

---

(3) SEC USE ONLY

---

(4) SOURCE OF FUNDS (see instructions)  
OO

---

(5) CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS  
REQUIRED PURSUANT TO ITEMS 2(d) OR 2(e) [ ]

---

(6) CITIZENSHIP OR PLACE OF ORGANIZATION  
Delaware

---

NUMBER OF (7) SOLE VOTING POWER



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-0-

SHARES -----

BENEFICIALLY (8) SHARED VOTING POWER  
2,907,108 shares of Common Stock

OWNED BY -----

EACH (9) SOLE DISPOSITIVE POWER  
-0-

REPORTING -----

PERSON WITH (10) SHARED DISPOSITIVE POWER  
2,907,108 shares of Common Stock

-----

(11) AGGREGATE AMOUNT BENEFICIALLY OWNED  
BY EACH REPORTING PERSON  
2,907,108 shares of Common Stock

-----

(12) CHECK BOX IF THE AGGREGATE AMOUNT  
IN ROW (11) EXCLUDES CERTAIN SHARES (see instructions) [ ]

-----

(13) PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (11)  
14.48%

-----

(14) TYPE OF REPORTING PERSON (see instructions)  
IN

-----

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This Amendment No. 1 (the "Amendment") amends the statement on Schedule 13D filed on November 13, 2009 (the "Original Schedule 13D", and the Original Schedule 13D as amended, the "Schedule 13D") relating to the common stock, par value \$0.0001 per share (the "Common Stock") of Energy Focus, Inc., a Delaware corporation (the "Company"). Capitalized terms used herein and not otherwise defined in this Amendment have the meanings set forth in the Original Schedule 13D. This Amendment amends Items 4, 6 and 7 as set forth below.

Item 4. Purpose of the Transaction.

Item 4 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

On December 22, 2009, Diker Management entered into a letter agreement (the "December Letter Agreement") with the Company pursuant to which Diker Management and the Company confirmed the mechanics of the agreement under the Letter Agreement. Pursuant to the Letter Agreement, in the event that certain conditions were not satisfied by 45 days after October 28, 2009, Diker Management has the right to cancel its subscription in the Rights Offering and return the shares purchased in the Rights Offering. The conditions set forth in the Letter Agreement were not satisfied by 45 days after October 28, 2009 and the December Letter Agreement documents the terms of the repayment and sale of the shares purchased in the Rights Offering by Diker Management.

A copy of the December Letter Agreement is attached hereto as Exhibit 3

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and is incorporated herein by reference.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

Item 6 of the Schedule 13D is hereby amended and restated as follows:

As described in Item 4 above, on December 22, 2009, Diker Management entered into the December Letter Agreement, attached hereto as Exhibit 3, with the Company. Other than the Letter Agreement, the Joint Filing Agreement and the December Letter Agreement there are no contracts, arrangements, understandings or relationships (legal or otherwise) among the persons named in Item 2 hereof and between such persons and any person with respect to any securities of the Company, including but not limited to transfer or voting of any other securities, finder's fees, joint ventures, loan or option arrangements, puts or calls, guarantees of profits, divisions of profits or loss, or the giving or withholding of proxies.

Item 7. Materials to be Filed as Exhibits.

Item 7 of the Schedule 13D is hereby amended and supplemented by the addition of the following:

Exhibit 3: Letter Agreement dated December 22, 2009 by and between the Company and Diker Management.

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SIGNATURES

After reasonable inquiry and to the best of our knowledge and belief, the undersigned certify that the information set forth in this statement is true, complete and correct.

DATED: December 23, 2009

DIKER GP, LLC

By: /s/ Mark N. Diker

-----  
Name: Mark N. Diker  
Title: Managing Member

DIKER MANAGEMENT, LLC

By: /s/ Mark N. Diker

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Name: Mark N. Diker  
Title: Managing Member

DIKER MICRO-VALUE FUND, LP

By: Diker GP, LLC,  
Its General Partner

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By: /s/ Mark N. Diker

-----  
Name: Mark N. Diker  
Title: Managing Member

DIKER MICRO-VALUE QP FUND, LP

By: Diker GP, LLC,  
Its General Partner

By: /s/ Mark N. Diker

-----  
Name: Mark N. Diker  
Title: Managing Member

DIKER MICRO & SMALL CAP FUND, LP

By: Diker GP, LLC,  
Its General Partner

By: /s/ Mark N. Diker

-----  
Name: Mark N. Diker  
Title: Managing Member

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DIKER M&S CAP MASTER LTD.

By: Diker GP, LLC,  
Its General Partner

By: /s/ Mark N. Diker

-----  
Name: Mark N. Diker  
Title: Managing Member

/s/ Charles M. Diker

-----  
CHARLES M. DIKER

/s/ Mark N. Diker

-----  
MARK N. DIKER