

ENERGY FOCUS, INC/DE

Form 3

October 01, 2013

**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 \*

A Bright Horizon Partners Inc.

(Last) (First) (Middle)

SEA MEADOW  
HOUSE, BLACKBURNE  
HIGHWAY, ROAD TOWN

(Street)

TORTOLA BVI

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

03/18/2013

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

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer \_\_\_\_ Other  
(give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ 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)

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security  
(Instr. 4)

Title Amount or Number of

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership  
(Instr. 5)

|                                  |                           |                           |                 | Shares                            |         | or Indirect<br>(I)<br>(Instr. 5) |   |
|----------------------------------|---------------------------|---------------------------|-----------------|-----------------------------------|---------|----------------------------------|---|
| Subordinated<br>Convertible Note | 07/31/2013 <sup>(1)</sup> | 12/31/2016 <sup>(2)</sup> | Common<br>Stock | \$<br>1,000,000<br><sup>(3)</sup> | \$ 0.23 | D                                | Â |
| Subordinated<br>Convertible Note | 09/30/2013 <sup>(1)</sup> | 12/31/2016 <sup>(2)</sup> | Common<br>Stock | \$<br>1,350,000<br><sup>(3)</sup> | \$ 0.23 | D                                | Â |
| Subordinated<br>Convertible Note | 10/31/2013 <sup>(1)</sup> | 12/31/2016 <sup>(2)</sup> | Common<br>Stock | \$ 50,000<br><sup>(3)</sup>       | \$ 0.23 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                    | Relationships |           |         |       |
|---------------------------------------------------------------------------------------------------|---------------|-----------|---------|-------|
|                                                                                                   | Director      | 10% Owner | Officer | Other |
| Bright Horizon Partners Inc.<br>SEA MEADOW HOUSE<br>BLACKBURNE HIGHWAY, ROAD TOWN<br>TORTOLAÂ BVI | Â             | Â X       | Â       | Â     |

## Signatures

/s/ Frank Lamanna for Bright Horizon Partners Inc. under Power of Attorney

10/01/2013

\_\_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).

(1) Date shown is when Note first becomes convertible into Common Stock.

(2) Date shown is the maturity date of the Subordinated Convertible Note.

(3) Represents the Note principle amount, which is convertible into Common Stock at \$0.23 per share.

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.