

ENERGY FOCUS, INC/DE
Form 4
March 16, 2016

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 *
Miller Marcia Jean

(Last) (First) (Middle)
ENERGY FOCUS, INC., 32000
AURORA ROAD, SUITE B
(Street)

SOLON, OH 44139

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
03/14/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
X Officer (give title below) ___ Other (specify below)
Chief Financial Officer

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 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | | | | (A) or (D) Price | 8,377 | 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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option | \$ 7.7 | 03/14/2016 | | A | 13,800 | 03/14/2017 ⁽¹⁾ 03/14/2026 | Common Stock 13 |
| Restricted Stock Units | <u>(2)</u> | 03/14/2016 | | A | 10,190 | 03/14/2017 ⁽³⁾ 03/14/2019 ⁽³⁾ | Common Stock 10 |
| Stock Option | \$ 5.47 | | | | | 03/16/2016 ⁽¹⁾ 03/16/2025 | Common Stock 15 |
| Stock Option | \$ 4.1 | | | | | 07/19/2014 ⁽¹⁾ 07/19/2023 | Common Stock 2 |
| Stock Option | \$ 2.3 | | | | | 02/15/2014 02/15/2023 | Common Stock 2 |
| Stock Option | \$ 15.08 | | | | | 09/17/2016 ⁽¹⁾ 09/17/2025 | Common Stock 10 |
| Stock Option | \$ 4.1 | | | | | 01/28/2015 ⁽¹⁾ 01/28/2024 | Common Stock 5 |
| Stock Option | \$ 3.9 | | | | | 03/23/2013 ⁽⁴⁾ 03/23/2022 | Common Stock 1 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Miller Marcia Jean ENERGY FOCUS, INC. 32000 AURORA ROAD, SUITE B SOLON, OH 44139 | | | Chief Financial Officer | |

Signatures

/s/ Marcia J. Miller 03/16/2016

**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) Date applies to one-third of the total. The remaining two-thirds vest in equal monthly installments thereafter over a two year period.
- (2) Each Restricted Stock Unit represents a contingent right to receive one share of Energy Focus, Inc. Common Stock.
- (3) Date applies to one-third of the total. Another one-third vests two years from the grant date and the final one-third vests three years from the grant date.
- (4) Date applies to one-fourth of the total. The remaining three-fourths vest in equal monthly installments thereafter over a three year 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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