

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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**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 \*  
Tu James

(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  
 Officer (give title below)  Other (specify below)  
Executive Chairman & CEO

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)       |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock                    |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             | 300,000   | I  | Held by 5 Elements Global Fund L.P. (1) |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option                               | \$ 7.7   | 03/14/2016                           |  | A                              | 51,350  | 03/14/2017 <sup>(2)</sup> 03/14/2026                     | Common Stock 51   |
| Restricted Stock Units                     | <sup>(3)</sup>   | 03/14/2016                           |  | A                              | 37,915  | 03/14/2017 <sup>(4)</sup> 03/14/2019 <sup>(4)</sup>      | Common Stock 37   |
| Stock Option                               | \$ 2.3   |                                      |  |                                |   | 04/29/2014 04/29/2023                                    | Common Stock 40   |
| Stock Option                               | \$ 4.1   |                                      |  |                                |   | 12/28/2014 01/28/2024                                    | Common Stock 80   |
| Stock Option                               | \$ 5.47  |                                      |  |                                |   | 03/16/2016 <sup>(2)</sup> 03/16/2025                     | Common Stock 80   |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                          |       |
|---|---------------|-----------|--------------------------|-------|
|   | Director      | 10% Owner | Officer                  | Other |
| Tu James<br>ENERGY FOCUS, INC.<br>32000 AURORA ROAD, SUITE B<br>SOLON, OH 44139 | X             |           | Executive Chairman & CEO |       |

## Signatures

Marcia J. Miller as  
Attorney-in-Fact

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) James Tu has investment and voting power over the shares.
- (2) Date applies to one-third of the total. The remaining two-thirds vest in equal monthly installments thereafter over a two year period.
- (3) Each Restricted Stock Unit represents a contingent right to receive one share of Energy Focus, Inc. Common Stock.

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- (4) 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.

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