

ENERGY FOCUS, INC/DE
Form 4
June 17, 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 *
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)
06/15/2016

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)

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) Price	1,259	I (1)	Held by son
Common Stock				(A) or (D) Price	600,000	I (2)	Held by Costar Partners II, LLC
Common Stock				(A) or (D) Price	108,695	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474 (9-02)

displays a currently valid OMB control number.

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)
Restricted Stock Units ⁽³⁾	\$ 0	06/15/2016		A	11,484	06/15/2017 ⁽⁴⁾ 06/15/2017 ⁽⁴⁾	Common Stock 11
Stock Option	\$ 5.5					08/15/2014 ⁽⁵⁾ 07/15/2024	Common Stock 5
Stock Option	\$ 10.36					08/23/2015 ⁽⁵⁾ 07/23/2025	Common Stock 5
Stock Option	\$ 5.95					08/18/2015 08/12/2016 ⁽⁶⁾	Common Stock 31

Reporting Owners

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

Signatures

/s/ Marcia J. Miller, as
Attorney-in-Fact

06/17/2016

**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) These securities are held by the reporting person's son. The reporting person disclaims beneficial ownership of the securities.
 - (2) William Cohen is the Manager and controlling Member of Costar Partners II, LLC.
 - (3) Each Restricted Stock Unit represents a contingent right to receive one share of Energy Focus, Inc. Common Stock.

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- (4) The Restricted Stock Units vest 100% on 06/15/2017.
- (5) Date applies to 1/12th of the total as options vest monthly over a twelve month period.
- (6) Unvested stock options were forfeited concurrent with the Reporting Person's son's separation from the Company. The stock options that vested will remain exercisable until August 12, 2016.

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.