

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

ENERGY FOCUS, INC/DE
Form SC 13D
September 04, 2007

CUSIP No. 29268T102

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 13D

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Energy Focus, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

29268T102

(CUSIP Number)

Joseph P. Bartlett, Esq.
Greenberg Glusker Fields Claman & Machtinger LLP
1900 Avenue of the Stars, Suite 2100
Los Angeles, CA 90067
(310) 201-7481

(Name, Address and Telephone Number of Person Authorized to Receive Notices
and Communications)

August 23, 2007

(Date of Event which Requires Filing of this Statement)

If the reporting person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-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 Section 240.13d-7(b) for other parties to whom copies are to be sent.

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose 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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CUSIP No. 29268T102

-
1. Name of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

David Gelbaum, Trustee, The Quercus Trust
-
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)
PF
-
5. Check If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) ☐ []
-
6. Citizenship or Place of Organization
U.S.
-
- | | |
|--|---|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. Sole Voting Power
-0- |
| | 8. Shared Voting Power
589,956 |
| | 9. Sole Dispositive Power
-0- |
| | 10. Shared Dispositive Power
589,956 |
-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
589,956
-
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)
5.1%(1)
-
14. Type of Reporting Person (See Instructions)
IN
-

-
- (1) Based on 11,490,555 shares of Common Stock, par value \$0.0001 per share,
as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter
period ended June 30, 2007.

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-
1. Name of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

Monica Chavez Gelbaum, Trustee, The Quercus Trust
-
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)
PF
-
5. Check If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) ☐ []
-
6. Citizenship or Place of Organization
U.S.
-
- | | | |
|--|-----|-------------------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. | Sole Voting Power
-0- |
| | 8. | Shared Voting Power
589,956 |
| | 9. | Sole Dispositive Power
-0- |
| | 10. | Shared Dispositive Power
589,956 |
-
11. Aggregate Amount Beneficially Owned by Each Reporting Person
589,956
-
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)
5.1%(1)
-
14. Type of Reporting Person (See Instructions)
IN
-

(1) Based on 11,490,555 shares of Common Stock, par value \$0.0001 per share, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter period ended June 30, 2007.

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1. Name of Reporting Persons.
I.R.S. Identification Nos. of above persons (entities only).

The Quercus Trust

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)
PF

5. Check If Disclosure of Legal Proceedings Is Required Pursuant to
Items 2(d) or 2(e) ☐ []

6. Citizenship or Place of Organization
U.S.

- | | |
|--|------------------------------|
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH | 7. Sole Voting Power |
| | -0- |
| | 8. Shared Voting Power |
| | 589,956 |
| | 9. Sole Dispositive Power |
| | -0- |
| | 10. Shared Dispositive Power |
| | 589,956 |

11. Aggregate Amount Beneficially Owned by Each Reporting Person
589,956

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)
5.1%(1)

14. Type of Reporting Person (See Instructions)
OO

- (1) Based on 11,490,555 shares of Common Stock, par value \$0.0001 per share,
as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter
period ended June 30, 2007.

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Item 1. Security and Issuer

Issuer: Energy Focus, Inc.

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Security: Common Stock, par value \$0.0001 per share ("Common Stock")

Item 2. Identity and Background

(a) This Statement is being filed by The Quercus Trust (the "Trust"), David Gelbaum, an individual, as co-trustee of the Trust, and Monica Chavez Gelbaum, an individual, as co-trustee of the Trust (collectively, the "reporting persons").

(b) The reporting persons' business address is 2309 Santiago Drive, Newport Beach, California 92660.

(c) David Gelbaum and Monica Chavez Gelbaum are investors; the Trust is a revocable trust formed for estate planning purposes.

(d) None of the reporting persons has, during the last five years, been convicted in a criminal proceeding (excluding traffic violations or similar misdemeanors).

(e) None of the reporting persons has, during the past five years, been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction and as a result of such proceeding was or is subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Each of Mr. and Ms. Gelbaum is a citizen of the United States of America. The Trust is a California statutory trust.

Item 3. Source and Amount of Funds or Other Consideration

All shares of Common Stock were purchased using personal funds.

Item 4. Purpose of Transaction

The shares of Common Stock were purchased by the Trust for investment purposes. The reporting persons have no plans or proposals which relate to or which would result in any of the actions specified in clauses (a) through (j) of Item 4 of Schedule 13D. However, the reporting persons retain their rights to modify their plans with respect to the transactions described in this Schedule 13D, to vote, acquire or dispose of securities of the Issuer and to formulate plans and proposals which could result in the occurrence of any such events, subject to applicable laws and regulations.

Item 5. Interest in Securities of the Issuer

(a) As of the date of this Schedule 13D, each reporting person beneficially owns 589,956 shares of Common Stock, which are held of record by the Trust.

(b) Each of David Gelbaum and Monica Chavez Gelbaum, acting alone, has the power to exercise voting and investment control over the shares of Common Stock owned by the Trust.

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(c) Since June 23, 2007, the Trust has purchased shares of Common Stock in brokered transactions as follows:

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Date ----	Number of Shares -----	Price Per Share -----
6/25/2007	3,400	\$ 6.9247
6/26/2007	7,700	\$ 6.7455
6/27/2007	2,100	\$ 6.6600
6/28/2007	10,000	\$ 6.5676
6/29/2007	15,100	\$ 6.6581
7/2/2007	12,000	\$ 6.5545
7/3/2007	5,100	\$ 6.6351
7/5/2007	6,500	\$ 6.4878
7/6/2007	3,700	\$ 6.6132
7/9/2007	3,400	\$ 6.7824
7/10/2007	2,500	\$ 6.7016
7/11/2007	24,199	\$ 6.5523
7/12/2007	8,900	\$ 6.2667
7/13/2007	6,700	\$ 6.2200
7/16/2007	3,100	\$ 6.3710
7/17/2007	14,500	\$ 6.3190
7/18/2007	14,000	\$ 5.9601
7/19/2007	6,000	\$ 6.0300
7/20/2007	5,600	\$ 5.9850
7/23/2007	4,701	\$ 5.9762
7/24/2007	4,741	\$ 5.8240
7/25/2007	7,101	\$ 5.8838
7/26/2007	20,068	\$ 5.8251
7/27/2007	15,968	\$ 6.1323
7/30/2007	8,664	\$ 6.1979
7/31/2007	3,900	\$ 6.3956
8/1/2007	11,800	\$ 6.0213
8/2/2007	2,600	\$ 6.0965
8/3/2007	11,300	\$ 5.9529
8/6/2007	10,700	\$ 5.9548
8/7/2007	22,100	\$ 6.1616
8/8/2007	39,000	\$ 5.9856
8/9/2007	36,609	\$ 6.0091
8/10/2007	50,100	\$ 6.0430
8/13/2007	7,749	\$ 6.0210
8/14/2007	52,600	\$ 5.7055
8/15/2007	20,400	\$ 5.5230
8/16/2007	7,000	\$ 5.1110
8/20/2007	3,600	\$ 5.1217
8/21/2007	4,840	\$ 5.1558
8/22/2007	25,175	\$ 5.1989
8/23/2007	2,740	\$ 5.0900
8/24/2007	1,500	\$ 5.1093
8/27/2007	1,800	\$ 5.1000
8/28/2007	6,000	\$ 4.8705
8/29/2007	1,500	\$ 5.0047
8/30/2007	4,500	\$ 5.0224

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(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships With

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Respect to Securities of the Issuer

Pursuant to the Power of Attorney filed as Exhibit "B" to Amendment No. 1 to Schedule 13D filed on August 24, 2007 with respect to the issuer Emcore Corp., David Gelbaum has been appointed as Monica Chavez Gelbaum's Attorney-In-Fact.

Item 7. Material to Be Filed as Exhibits

Exhibit A: Agreement Regarding Joint Filing of Schedule 13D.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct and agrees that this statement may be filed jointly with the other undersigned parties.

Dated: August 31, 2007

/s/ David Gelbaum

David Gelbaum, Co-Trustee of The Quercus Trust

/s/ David Gelbaum, as Attorney-In-Fact for
Monica Chavez Gelbaum

Monica Chavez Gelbaum, Co-Trustee of The
Quercus Trust

/s/ David Gelbaum

The Quercus Trust, David Gelbaum, Co-Trustee
of The Quercus Trust

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EXHIBIT A

AGREEMENT REGARDING JOINT FILING OF SCHEDULE 13D

The undersigned agree that the Schedule 13D with respect to the Common Stock of Energy Focus, Inc. is a joint filing being made on their behalf.

Dated: August 31, 2007

/s/ David Gelbaum

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David Gelbaum, Co-Trustee of The Quercus Trust

/s/ David Gelbaum, as Attorney-In-Fact for
Monica Chavez Gelbaum

Monica Chavez Gelbaum, Co-Trustee of The
Quercus Trust

/s/ David Gelbaum

The Quercus Trust, David Gelbaum, Co-Trustee
of The Quercus Trust