

ENERGY FOCUS, INC/DE  
Form 4  
April 27, 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)  
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)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)<br>Code V Amount (D) Price                             |   |  |                                   |
| Common Stock                    |                                      |  |                                |   | 600,000   | I (1)  | Held by Costar Partners II, LLC   |
| Common Stock                    |                                      |  |                                |   | 108,695   | D  |                                   |
| Common Stock                    | 03/14/2016                           |  | P                              | 1,259 A \$ 7.88   | 1,259   | I (2)  | Held by son                       |

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 Securities (Instr. 3 and 4) |              |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        | Amount or Number of Shares |
| Stock Option                               | \$ 5.5   |                                      |  |                                |   | 08/15/2014 <sup>(3)</sup>                                | 07/15/2024  | Common Stock | 5,000                      |
| Stock Option                               | \$ 10.36   |                                      |  |                                |   | 08/23/2015 <sup>(3)</sup>                                | 07/23/2025  | Common Stock | 5,000                      |
| Stock Option                               | \$ 5.95  |                                      |  |                                |   | 08/18/2015 <sup>(4)</sup>                                | 11/04/2024  | Common Stock | 750                        |
| Restricted Stock Units                     | \$ 0   |                                      |  |                                |   | 03/16/2017 <sup>(5)</sup>                                | 03/16/2017  | Common Stock | 750                        |
| Restricted Stock Units                     | \$ 0   | 03/16/2016                           |  | A                              | 490   | 03/16/2017 <sup>(6)</sup>                                | 04/16/2019  | Common Stock | 490                        |

## Reporting Owners

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

## Signatures

Jason D. Christman,  
Attorney-in-Fact

04/27/2016

\*\*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) William Cohen is the Manager and controlling Member of Costar Partners II, LLC.
- (2) These securities are held by the reporting person's son. The reporting person disclaims beneficial ownership of the securities.
- (3) Date applies to 1/12th of the total as options vest monthly over a twelve month period.
- (4) Date applies to one-fourth of the total. The remaining three-fourths vest in equal monthly installments thereafter over a 3 year period.
- (5) The Restricted Stock Units vest 100% on 3/16/2017, subject to continued employment.
- (6) 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.

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.