

ENERGY FOCUS, INC/DE
Form 4
May 30, 2014

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 *
Huang Gina

(Last) (First) (Middle)

**PORTCULLIS TRUSTNET
CHAMBERS, ROAD TOWN,
TORTOLA**

(Street)

BRITISH VIRGIN ISLANDS 3444

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/17/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

___ Form filed by One Reporting Person
X 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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (A) or (D) Price | | | |
| Common Stock | 05/29/2013 | | C | 4,347,826 A \$ 0.23 | 4,347,826 | I | Held by Brilliant Start Enterprise, Inc. ⁽¹⁾ |
| Common Stock | 10/16/2013 | | C | 2,173,913 A \$ 0.23 | 6,521,739 | I | Held by Brilliant Start Enterprise, Inc. ⁽¹⁾ |
| | | | | | 4,000,000 | I | |

Common
Stock

Held by Jag
International
Ltd. (2)

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 displays a currently valid OMB control number.

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(9-02)

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 | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title Underlying Instrument (Instr. 3) |
|--|--|--------------------------------------|--|---------------------|--|----------------------|--|-----------------------|---|
| | | | | | (Instr. 8) | (Instr. 3, 4, and 5) | Date Exercisable | Expiration Date | |
| | | | | Code | V | (A) | (D) | | Title |
| Convertible Subordinated Note | \$ 0.23 | 05/17/2013 | | A | | 2,173,913 | | 09/30/2013 12/31/2016 | Com Sto |
| Convertible Subordinated Note | \$ 0.23 | 05/29/2013 | | C | | 4,347,826 | | 04/30/2013 12/31/2015 | Com Sto |
| Convertible Subordinated Note | \$ 0.23 | 10/16/2013 | | C | | 2,173,913 | | 09/30/2013 12/31/2016 | Com Sto |
| Warrants to purchase Common Stock | \$ 0.43 <u>(3)</u> | | | | | | | 02/27/2012 02/27/2015 | Com Sto |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Huang Gina PORTCULLIS TRUSTNET CHAMBERS | | X | | |

ROAD TOWN, TORTOLA
BRITISH VIRGIN ISLANDS 3444

Jag International Co Ltd.
P.O. BOX 3444
ROAD TOWN X
TORTOLA, BRITISH VIRGIN ISLAND

Brilliant Start Enterprise, Inc.
PORTCULLIS TRUSTNET CHAMBERS X
ROAD TOWN, TORTOLA
BRITISH VIRGIN ISLANDS 3444

Signatures

/s/ Frank Lamana as
Attorney-in-Fact 05/30/2014

__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) Ms. Huang is the Chairman of Brilliant Start Enterprise, Inc.
 - (2) Ms. Huang is the sole owner of Jag International Ltd.
 - (3) Warrant was originally issued at \$0.54/share; however, was re-priced per the terms of the warrant to \$0.43/share.

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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