

ENERGY FOCUS, INC/DE  
Form 8-K  
March 12, 2013

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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): **March 6, 2013**

**ENERGY FOCUS, INC.**

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(Exact name of registrant as specified in its charter)

**Delaware**

**0-24230**

**94-3021850**

(State or Other Jurisdiction of Incorporation) (Commission File Number)

(I.R.S. Employer  
Identification Number)

**32000 Aurora Road**

**Solon, Ohio**

(Address of principal executive offices)

**44139**

(Zip Code)

**(440) 715-1300**

(Registrant's telephone number,  
including area code)

**Not Applicable**

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))

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**Item 1.01. Entry into a Material Definitive Agreement.**

Energy Focus, Inc. (the Company) has embarked on a program to raise up to \$3.8 million in convertible debt and already has raised \$1.7 million. The Company anticipates that a significant portion of the total amount will come from strategic investors and a multinational corporation involved in clean energy. The structure of the financing consists of unsecured, subordinated, convertible promissory notes that mature on December 31, 2016, have a five percent annual interest rate, and are convertible into common stock of the Company at the rate of \$0.23 per share. This conversion price represents an approximately 12% premium to the average closing price of the common stock during the period from February 1 to March 6, 2013. The terms of this financing are substantially the same as those the Company entered into on December 13, 2012 as part of its \$1.5 million convertible debt issuance. The Company's Board of Directors has approved this financing.

**Item 2.03. Creation of a Direct Financial Obligation or an Obligation under an Off-Balance Sheet Arrangement of a Registrant.**

The Company has embarked on a program to raise up to \$3.8 million in convertible debt and already has raised \$1.7 million from strategic investors. The information required by Item 2.03 is included in Item 1.01 of this report and is hereby incorporated in by reference.

**Item 3.02. Unregistered Sale of Equity Securities.**

The Company has embarked on a program to raise up to \$3.8 million in convertible debt and already has raised \$1.7 million from strategic investors. The information required by Item 3.02 is included in Item 1.01 of this report and is hereby incorporated in by reference.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

99.1 Form of Convertible Subordinated Note.

99.2 Form of Note Purchase Agreement.

**SIGNATURE**

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Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 12, 2013

**ENERGY FOCUS, INC.**

By                   /s/ Mark J.  
                      Plush  
Name:               Mark J. Plush  
Title:               Chief Financial Officer

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**EXHIBIT INDEX**

**Exhibit No. Description**

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99.2 Form of Note Purchase Agreement.