

ENERGY FOCUS, INC/DE
Form SC 13G
April 27, 2012

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

OMB APPROVAL
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SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. _____)*

Energy Focus, Inc.
(Name of Issuer)

Common Stock, Par Value \$0.0001
(Title of Class of Securities)

29268T102
(CUSIP Number)

February 27, 2012
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

*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 the disclosures provided in a prior cover page.

The information required in 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).

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.

SEC 1745 (3-06)

CUSIP NO. 29268T102

- 1 NAME OF REPORTING PERSON:
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).
- 5 ELEMENTS ENERGY EFFICIENCIES (BVI) LTD.
- 2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
- (A) N/A
(B) "
- 3 SEC USE ONLY
- 4 CITIZENSHIP OR PLACE OF ORGANIZATION
- BRITISH VIRGIN ISLANDS
- | | | |
|---|---|-------------------------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
REPORTING
PERSON WITH | 6 | SHARED VOTING POWER |
| | | 5,700,000 |
| | 7 | SOLE DISPOSITIVE POWER PERSON WITH: |
| | 8 | SHARED DISPOSITIVE POWER |
| | | 5,700,000 |
- 9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
- 5,700,000
- 10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
- o
- 11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
- 9.52%
(BASED ON APPROXIMATELY 59,876,000 OUTSTANDING COMMON STOCK, PAR VALUE \$0.0001, OPTIONS, WARRANTS AS REPORTED IN THE ISSUER'S FORM 10-K FILING FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011)
- 12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

CUSIP NO. 29268T102

1 NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY).

CHENG, YEH MEI-HUI

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(A) N/A

(B) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

TAIWAN

5 SOLE VOTING POWER

NUMBER OF SHARES 6 SHARED VOTING POWER

BENEFICIALLY OWNED BY REPORTING PERSON WITH 5,700,000

7 SOLE DISPOSITIVE POWER PERSON WITH:

PERSON WITH

8 SHARED DISPOSITIVE POWER

5,700,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,700,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

0

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.52%

(BASED ON APPROXIMATELY 59,876,000 OUTSTANDING COMMON STOCK, PAR VALUE \$0.0001, OPTIONS, WARRANTS AS REPORTED IN THE ISSUER'S FORM 10-K FILING FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

2

CUSIP NO. 29268T102

1 NAME OF REPORTING PERSON:

I.R.S. IDENTIFICATION NOS OF ABOVE PERSONS (ENTITIES ONLY).

COMMUNAL INTERNATIONAL LTD.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

(A) N/A

(B) "

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

BRITISH VIRGIN ISLANDS

5 SOLE VOTING POWER

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
REPORTING
PERSON WITH

6 SHARED VOTING POWER
5,700,000

7 SOLE DISPOSITIVE POWER PERSON WITH:

8 SHARED DISPOSITIVE POWER
5,700,000

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

5,700,000

10 CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.52%

(BASED ON 59,876,000 OUTSTANDING COMMON STOCK, PAR VALUE \$0.0001, OPTIONS, WARRANTS AS REPORTED IN THE ISSUER'S FORM 10-K FILING FOR THE FISCAL YEAR ENDED DECEMBER 31, 2011)

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

CO

3

Item 1.

- (a) Energy Focus, Inc.
- (b) 32000 Aurora Road, Solon, OH 44139

Item 2.

- (a) This Statement is filed on behalf of each of the following persons: 5 Elements Energy Efficiencies (BVI) Ltd. (“5 Elements”); Yeh Mui-Hui Cheng, and Communal International Ltd (“Communal”). This Statement relates to Shares (as defined herein) held by 5 Elements. Ms. Cheng and Communal are 50/50 owners of 5 Elements. Ms. Cheng is also the authorized representative of 5 Elements and Communal.
- (b) The address of the principal business office of each of 5 Elements, Ms. Cheng and Communal is P.O. Box 3444, Road Town, Tortola, British Virgin Islands
- (c) 5 Elements: British Virgin Islands
Ms. Cheng: Taiwan
Communal: British Virgin Islands
- (d) Common Stock, Par Value \$0.0001 ("Shares")
- (e) 29268T102

Item 3. If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with §240.13d-1(b)(1)(ii)(J).

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 5,700,000 Shares, consisting of 3,800,000 Shares and warrants immediately exercisable to acquire 1,900,000 Shares.
- (b) Percent of class: 9.52% (based on 59,876,000 outstanding Shares, options, warrants as reported in the Issuer's Form 10-K filing for the fiscal year ended December 31, 2011)

(c) Number of shares as to which the person has:

5 Elements, Ms. Cheng and Communal:

- (i) Sole power to vote or to direct the vote: 0
- (ii) Shared power to vote or to direct the vote: 5,700,000
- (iii) Sole power to dispose or to direct the disposition of: 0
- (iv) Shared power to dispose or to direct the disposition of: 5,700,000

Item 5. Ownership of Five Percent or Less of a Class

N/A

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

N/A

Item 8. Identification and Classification of Members of the Group

N/A

Item 9. Notice of Dissolution of Group

N/A

Item 10. Certification

The following certification is filed pursuant to §240.13d-1(c):

Each of the reporting persons hereby make the following certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

5

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

5 ELEMENTS ENERGY EFFICIENCIES (BVI) LTD.

Date: April 27, 2012

By: /s/ Yeh Mei-Hui Cheng
YEY MEI-HUI CHENG,
Authorized Representative

Date: April 27, 2012

By: /s/ Yeh Mei-Hui Cheng
YEY MEI-HUI CHENG,

COMMUNAL INTERNATIONAL LTD.

Date: April 27, 2012

By: /s/ Yeh Mei-Hui Cheng
YEY MEI-HUI CHENG,
Authorized Representative