

ENERGY FOCUS, INC/DE  
Form 8-K  
December 30, 2008

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): December 30, 2008

ENERGY FOCUS, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State or Other Jurisdiction  
of Incorporation)

0-24230  
(Commission File Number)

94-3021850  
(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)

N/A  
(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))

Item 3.03. Material Modifications to Rights of Security Holders.

On June 19, 2003, the Company closed a private placement of shares of its common stock and warrants to purchase common shares. From that sale, there currently remain eleven warrant holders who hold outstanding warrants for 225,115 shares of common stock. By their original terms, the warrants were to expire on June 17, 2008. On June 16, 2008, our Board of Directors extended that expiration date to December 31, 2008. Our Board of Directors has extended the expiration date again to December 31, 2009. This extension is effective December 31, 2008.

SIGNATURE

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: December 30, 2008

ENERGY FOCUS, INC.

By: /s/ Joseph G. Kaveski  
Name: Joseph G. Kaveski  
Title: Chief Executive Officer