

ENERGY FOCUS, INC/DE
Form 3
October 01, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
 Bright Horizon Partners Inc.
 (Last) (First) (Middle)

2. Date of Event Requiring Statement
 (Month/Day/Year)
 03/18/2013

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

4. Relationship of Reporting Person(s) to Issuer

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

SEA MEADOW
HOUSE, BLACKBURNE
HIGHWAY, ROAD TOWN
 (Street)

(Check all applicable)

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

TORTOLA BVI
 (City) (State) (Zip)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___X___ Form filed by One Reporting Person
 ___ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|---|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|---|--|--|--|

| | | | | Shares | | or Indirect (1) (Instr. 5) | |
|----------------------------------|---------------------------|---------------------------|-----------------|-----------------------------------|---------|----------------------------------|---|
| Subordinated Convertible Note | 07/31/2013 ⁽¹⁾ | 12/31/2016 ⁽²⁾ | Common Stock | \$ 1,000,000 ⁽³⁾ | \$ 0.23 | D | Â |
| Subordinated Convertible Note | 09/30/2013 ⁽¹⁾ | 12/31/2016 ⁽²⁾ | Common Stock | \$ 1,350,000 ⁽³⁾ | \$ 0.23 | D | Â |
| Subordinated Convertible Note | 10/31/2013 ⁽¹⁾ | 12/31/2016 ⁽²⁾ | Common Stock | \$ 50,000 ⁽³⁾ | \$ 0.23 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Bright Horizon Partners Inc. SEA MEADOW HOUSE BLACKBURNE HIGHWAY, ROAD TOWN TORTOLA BVI | Â | Â X | Â | Â |

Signatures

/s/ Frank Lamanna for Bright Horizon Partners Inc. under Power of Attorney 10/01/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Date shown is when Note first becomes convertible into Common Stock.
- (2) Date shown is the maturity date of the Subordinated Convertible Note.
- (3) Represents the Note principle amount, which is convertible into Common Stock at \$0.23 per share.

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.