

ENERGY FOCUS, INC/DE
Form 4
May 19, 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 *
Bright Horizon Partners Inc.

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

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

(Last) (First) (Middle)
SEA MEADOW
HOUSE, BLACKBURNE
HIGHWAY, ROAD TOWN
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
10/04/2013

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

TORTOLA BVI
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 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)
Common Stock	03/31/2014		C	V Amount 11,304,347 A Price \$ 0.23	11,304,347	D	

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)

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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 (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Subordinated Convertible Note	\$ 0.23	10/04/2013		A	\$ 200,000	02/28/2014	12/31/2016	Comm Stock
Subordinated Convertible Note	\$ 0.23	03/31/2014		C	\$ 200,000	02/28/2014	12/31/2016	Comm Stock
Subordinated Convertible Note	\$ 0.23	03/31/2014		C	\$ 1,000,000	07/31/2013	12/31/2016	Comm Stock
Subordinated Convertible Note	\$ 0.23	03/31/2014		C	\$ 1,350,000	09/30/2013	12/31/2016	Comm Stock
Subordinated Convertible Note	\$ 0.23	03/31/2014		C	\$ 50,000	10/31/2013	12/31/2016	Comm Stock

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		X		

Signatures

/s/ Frank Lamanna as
Attorney-in-Fact

05/19/2014

__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).

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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