

# **ENERGY FOCUS, INC/DE**

Reported by  
**TEWKSBURY TED L III**

## **FORM 4**

(Statement of Changes in Beneficial Ownership)

Filed 02/28/17 for the Period Ending 02/27/17

Address	32000 AURORA ROAD SUITE B SOLON, OH 44139
Telephone	4407151300
CIK	0000924168
Symbol	EFOI
SIC Code	3640 - Electric Lighting And Wiring Equipment
Industry	Construction Supplies & Fixtures
Sector	Consumer Cyclical
Fiscal Year	12/31

# 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 or  
Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person -*</b>  <b>Tewksbury Ted L III</b> (Last) (First) (Middle)  <b>32000 AURORA ROAD, SUITE B</b> (Street)  <b>SOLON, OH 44139</b> (City) (State) (Zip)	<b>2. Issuer Name and Ticker or Trading Symbol</b>  <b>ENERGY FOCUS, INC/DE [ EFOI ]</b>	<b>5. Relationship of Reporting Person(s) to Issuer</b> (Check all applicable)  <input checked="" type="checkbox"/> Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) <b>Chairman, CEO &amp; President</b>
<b>3. Date of Earliest Transaction (MM/DD/YYYY)</b>  <p align="center"><b>2/27/2017</b></p>		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b>  <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person
<b>4. If Amendment, Date Original Filed (MM/DD/YYYY)</b>		

### Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Trans. Date	2A. Deemed Execution Date, if any	3. Trans. 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			

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

1. Title of Derivate Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Trans. Date	3A. Deemed Execution Date, if any	4. Trans. 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		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
<b>Restricted Stock Units</b>	<a href="#">(1)</a>	2/27/2017		A		49443		2/27/2018 <a href="#">(2)</a>	2/28/2020	<b>Common Stock</b>	49443.0	\$0	70064	D	
<b>Stock Option</b>	\$3.43	2/27/2017		A		74165		2/27/2018 <a href="#">(3)</a>	2/27/2027	<b>Common Stock</b>	74165.0	\$0	74165	D	

#### Explanation of Responses:

- (1) Each Restricted Stock Unit represents a contingent right to receive one share of Energy Focus, Inc. Common Stock.
- (2) Date applies to one-third of the total. Another one-third vests two years from the grant date and the final one-third vests three years from the grant date.
- (3) Date applies to one-third of the total. The remaining two-thirds vest in equal monthly installments thereafter over a two year period.

#### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
<b>Tewksbury Ted L III 32000 AURORA ROAD SUITE B SOLON, OH 44139</b>	<b>X</b>		<b>Chairman, CEO &amp; President</b>	

#### Signatures

/s/ **Michael H. Port as Attorney-in-Fact**

**2/28/2017**

\*\*Signature of Reporting Person

Date

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

\* 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.

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.

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That Theodore L. Tewksbury, III, Ph.D. has made, constituted and appointed, and by this instrument does make, constitute and appoint, each of Michael H. Port, Anna M. Di Fiore, Janet Spreen, and Erin McBride, acting individually, as his or her true and lawful attorney, for him or her, and in his or her name, place and stead, to affix, as attorney-in-fact, the signature of the undersigned to reports to the Securities and Exchange Commission on Form 10 and reports on Forms 3, 4, 5 or 144 with respect to transactions or holdings by the undersigned in equity securities issued by Energy Focus, Inc. (the "Company"), and to any and all amendments to such reports, giving and granting unto each such attorney-in-fact full power and authority to do and performance every act and thing whatsoever necessary to be done in the premises, as fully as the undersigned might or could do if personally present, hereby ratifying and confirming all that each such attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall revoke any Power of Attorney previously executed by the undersigned regarding the filing of Forms 3, 4, 5 or 144 with the Securities and Exchange Commission for transactions in the Company's securities, but this revocation does not invalidate any actions taken pursuant to any prior Powers of Attorney.

This Power of Attorney shall expire on the date the undersigned is no longer required to file Form 3, 4, 5 or 144 reports with the Securities and Exchange Commission with respect to holdings of and transactions in securities issued by the Company, unless revoked in writing prior thereto.

IN WITNESS WHEREOF, this Power of Attorney has been signed at Solon, Ohio this 15<sup>th</sup> day of December 2016.

  
Theodore L. Tewksbury, III, Ph.D.

