

ENERGY FOCUS, INC/DE

Form 5

February 13, 2015

FORM 5**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box if
no longer subject
to Section 16.
Form 4 or Form
5 obligations
may continue.
See Instruction
1(b).

Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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

OMB APPROVAL

OMB
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1. Name and Address of Reporting Person *
Hilliard Eric

(Last) (First) (Middle)

ENERGY FOCUS, INC., 32000
AURORA ROAD, SUITE B

(Street)

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

3. Statement for Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2014

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
President and COO

6. Individual or Joint/Group Reporting

(check applicable line)

SOLON, OH 44139

(City) (State) (Zip)

☒ 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) (A) or Amount (D) Price	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	12/31/2014	12/31/2014	1	1	1	1	1
					8,078 (1)	D	1

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
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SEC 2270
(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 and Amount of Underlying Securities (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 71.9	Â	Â	Â	Â Â	11/13/2007 11/13/2016	Common Stock 7,500
Stock Option	\$ 63.6	Â	Â	Â	Â Â	04/26/2008 04/26/2017	Common Stock 5,000
Stock Option	\$ 13.7	Â	Â	Â	Â Â	10/23/2009 10/23/2018	Common Stock 2,500
Stock Option	\$ 10.7	Â	Â	Â	Â Â	01/18/2012 01/18/2021	Common Stock 10,000
Stock Option	\$ 2.3	Â	Â	Â	Â Â	04/29/2013 04/29/2023	Common Stock 10,000
Stock Option	\$ 4.1	Â	Â	Â	Â Â	01/28/2015 ⁽²⁾ 01/28/2024	Common Stock 12,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Hilliard Eric ENERGY FOCUS, INC. 32000 AURORA ROAD, SUITE B SOLON, OH 44139	Â Â Â President and COO Â

Signatures

/s/ Eric Hilliard 02/13/2015

**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).
- (1) Includes 1,193 shares acquired on December 31, 2014 through the Energy Focus, Inc. Employee Stock Purchase Plan.
- (2) One third vests on the date shown, which is the first anniversary following the grant date. The remainder vests in equal monthly installments through the following two-year period.

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