

Tewksbury Ted L III
Form 4
February 28, 2019

FORM 4

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

OMB APPROVAL

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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 *
Tewksbury Ted L III

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)
32000 AURORA ROAD, SUITE B

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/26/2019

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, CEO & President

SOLON, OH 44139

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 02/26/2019 | | M | 55,100 | \$ 0 | 108,561 | D |
| Common Stock | 02/26/2019 | | F | 22,370 | \$ 1.14 | 86,191 | D |
| Common Stock | 02/27/2019 | | M | 16,481 | \$ 0 | 102,672 | D |
| Common Stock | 02/27/2019 | | F | 6,738 | \$ 1.21 | 95,934 | D |

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

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(9-02)

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

| 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 Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Units | (1) | 02/26/2019 | | M | 55,100 | 02/26/2019 ⁽²⁾ 02/27/2021 | Common Stock | 55,100 |
| Restricted Stock Units | (1) | 02/27/2019 | | M | 16,481 | 02/27/2018 ⁽²⁾ 02/28/2020 | Common Stock | 16,481 |
| Stock Option | \$ 3.43 | | | | | 02/27/2018 ⁽³⁾ 02/27/2027 | Common Stock | 74,100 |

Reporting Owners

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

Signatures

/s/ Anna M. Di Fiore as Attorney-in-Fact 02/28/2019

**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) Each Restricted Stock Unit represents a contingent right to receive one share of Energy Focus, Inc. Common Stock.

(2)

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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.

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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