

ENERGY FOCUS, INC/DE

Form 3/A

September 11, 2008

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

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**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 \*

Â Quercus Trust

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

03/14/2008

3. Issuer Name **and** Ticker or Trading Symbol  
ENERGY FOCUS, INC/DE [EFOI]4. Relationship of Reporting  
Person(s) to Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☐ Officer ☐ Other  
(give title below) (specify below)5. If Amendment, Date Original  
Filed(Month/Day/Year)

03/21/2008

1835 NEWPORT  
BLVD.,Â A109-PMB 467

(Street)

COSTA MESA,,Â CAÂ 92627

(City)

(State)

(Zip)

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 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)

**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.****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  
ExercisableExpiration  
Date3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)

Title

Amount or  
Number of  
Shares4.  
Conversion  
or Exercise  
Price of  
Derivative  
Security5.  
Ownership  
Form of  
Derivative  
Security:  
Direct (D)  
or Indirect  
(I)6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

(Instr. 5)

Warrant <sup>(1)</sup> 03/14/2008 03/14/2013 Common Stock 1,560,062 \$ 3.08 D Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Quercus Trust 1835 NEWPORT BLVD. A109-PMB 467 COSTA MESA,, CA 92627	Â	Â X	Â	Â
Gelbaum David 1835 NEWPORT BLVD. A109-PMB 467 COSTA MESA,, CA 92627	Â	Â X	Â	Co-Trustee
Gelbaum Monica Chavez 1835 NEWPORT BLVD. A109-PMB 467 COSTA MESA,, CA 92627	Â	Â X	Â	Co-Trustee

## Signatures

/s/ David Gelbaum, Co-Trustee, The Quercus Trust	09/11/2008
_____ **Signature of Reporting Person	Date
/s/ David Gelbaum, as attorney-in-fact for Monica Chavez Gelbaum, Co-Trustee, The Quercus Trust	09/11/2008
_____ **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).

This amendment to Form 3 is being filed to clarify that, in accordance with the limitations on exercise in the Warrant, the number of shares of common stock of the Issuer ("Common Stock") that may be acquired by the Reporting Persons upon any exercise of the

- (1) Warrant is limited to the extent necessary to insure that, following such exercise, the total number of Common Stock then beneficially owned by the Reporting Persons does not exceed 19.9% of the total number of outstanding Common Stock (including the Common Stock issuable upon such exercise).

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.