

Edgar Filing: ENERGY FOCUS, INC/DE - Form SC 13G/A

ENERGY FOCUS, INC/DE  
Form SC 13G/A  
January 14, 2009

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)

ENERGY FOCUS, INC.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

29268T102  
(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

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1. NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Stiassni Capital Partners, LP

EIN: 55-0900784

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*

(a)  (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

California

5. SOLE VOTING POWER

NUMBER OF SHARES 0

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BENEFICIALLY 6. SHARED VOTING POWER  
OWNED BY 1,262,702  
-----  
EACH 7. SOLE DISPOSITIVE POWER  
REPORTING 0  
-----  
PERSON 8. SHARED DISPOSITIVE POWER  
WITH 1,262,702  
-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,262,702  
-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.4%  
-----  
12. TYPE OF REPORTING PERSON  
PN  
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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Stiassni Capital, LLC EIN: 55-0900777  
-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)  (b)  (X)  
-----  
3. SEC USE ONLY  
-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
California  
-----  
NUMBER OF 5. SOLE VOTING POWER  
SHARES 0  
-----  
BENEFICIALLY 6. SHARED VOTING POWER  
OWNED BY 1,262,702, all of which are held by Stiassni Capital

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Partners, LP (the "Fund"). Stiassni Capital, LLC ("LLC") is the general partner of the Fund.

-----  
EACH 7. SOLE DISPOSITIVE POWER  
REPORTING 0  
-----  
PERSON 8. SHARED DISPOSITIVE POWER  
WITH 1,262,702, all of which are held by the Fund.  
-----  
9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,262,702  
-----  
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES  
  
-----  
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)  
8.4%  
-----  
12. TYPE OF REPORTING PERSON  
IA  
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1. NAME OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)  
Nicholas C. Stiassni  
-----  
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\*  
 (a)  (b)  (X)  
-----  
3. SEC USE ONLY  
-----  
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
USA  
-----  
NUMBER OF 5. SOLE VOTING POWER  
SHARES 0  
-----  
BENEFICIALLY 6. SHARED VOTING POWER  
OWNED BY 1,262,702, all of which are held by the Fund. Nicholas C. Stiassni is Managing Member of LLC, which is the general

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partner of the Fund.

-----  
EACH 7. SOLE DISPOSITIVE POWER  
REPORTING 0  
-----  
PERSON 8. SHARED DISPOSITIVE POWER  
WITH 1,262,702, all of which are held by the Fund. Nicholas C. Stiasni is Managing Member of LLC, which is the general partner of the Fund.  
-----

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,262,702

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.4%

12. TYPE OF REPORTING PERSON

IN

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Item 1. Issuer.

(a) The name of the issuer is Energy Focus, Inc. (the "Issuer").

(b) The address of the Issuer's principal executive office is 32000 Aurora Road, Solon, Ohio 44139.

Item 2. Reporting Person and Security.

(a) Stiasni Capital Partners, LP (the "Fund") is a private investment limited partnership organized under California law. The general partner of the Fund is Stiasni Capital, LLC ("LLC"), a California limited liability company. Nicholas C. Stiasni is the Managing Member of LLC. The Fund, LLC and Nicholas C. Stiasni are referred to herein as the "Reporting Persons."

(b) The business address of the Fund, LLC and Nicholas C. Stiasni is 3400 Palos Verdes Drive West, Rancho Palos Verdes, California 90275.

(c) The Fund is a California limited partnership. LLC, its general partner, is a California limited liability company.

(d) The title of the class of securities to which this statement relates is the common stock of the Issuer, par value \$0.0001 per share (the "Common Stock").

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(e) The CUSIP number is 29268T102.

Item 3. If This Statement is Filed Pursuant to Rule 13d-1(b) or 13d-2(b) or (c), Check Whether the Person Filing is a:

(a)  Broker or dealer registered under Section 15 of the Act (15 U.S.C. 78o).

(b)  Bank as defined in Section 3(a)(6) of the Act (15 U.S.C. 78c).

(c)  Insurance company as defined in Section 3(a)(19) of the Act (15 U.S.C. 78c).

(d)  Investment company registered under Section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).

(e)  An investment adviser in accordance with ss. 240.13d-1(b)(1)(ii)(E).

(f)  An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F).

(g)  A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G).

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(h)  A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813).

(i)  A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3).

(j)  Group, in accordance with ss. 240.13d-1(b)(1)(ii)(J).

Not Applicable.

Item 4. Ownership.

On December 31, 2008, the Fund owned 1,097,702 shares of Common Stock of the Issuer and warrants to purchase an additional 165,000 shares.

LLC owned no securities of the Issuer directly.

Nicholas C. Stiassni owned no securities of the Issuer directly.

The right to vote and the right to dispose of the shares beneficially owned by the Fund are shared among the Fund and both LLC and Nicholas C. Stiassni.

The Issuer's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008, reported that as of October 31, 2008, the Issuer had 14,832,130 shares of Common Stock outstanding. Accordingly, assuming that the Issuer had the same number of shares of Common Stock outstanding on December 31, 2008, the

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individual Reporting Persons had beneficial ownership of the following numbers of shares of Common Stock on December 31, 2008, which represented the following percentages of the Common Stock outstanding:

	Shares Owned -----	Percentage -----
The Fund	1,262,702	8.4%
LLC	1,262,702	8.4%
Nicholas C. Stiassni	1,262,702	8.4%

Item 5. Ownership of Five Percent or Less of a Class.

If this Schedule is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following [\_\_\_]

Not Applicable.

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Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

Not Applicable.

Item 8. Identification and Classification of Members of the Group.

Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

STIASSNI CAPITAL PARTNERS, LP

By: STIASSNI CAPITAL, LLC,  
its general partner

By: /s/ Nicholas C. Stiassni  
-----

Dated: January 13, 2009

Nicholas C. Stiassni, Managing Member

STIASSNI CAPITAL, LLC

Dated: January 13, 2009

By: /s/ Nicholas C. Stiassni  
-----

Dated: January 13, 2009

Nicholas C. Stiassni, Managing Member

/s/ Nicholas C. Stiassni  
-----

Nicholas C. Stiassni

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EXHIBIT INDEX

Exhibit A Agreement of Joint Filing

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EXHIBIT A

AGREEMENT OF JOINT FILING

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1 of the Securities Exchange Act of 1934 a report on Schedule 13G, containing the information required by Schedule 13G, for shares of the common stock of Energy Focus, Inc. beneficially owned by Stiassni Capital Partners, LP, Stiassni Capital, LLC and Nicholas C. Stiassni and such other holdings as may be reported therein.

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Dated: January 13, 2009

STIASSNI CAPITAL PARTNERS, LP

By: STIASSNI CAPITAL, LLC, its general partner

By: /s/ Nicholas C. Stiassni

-----  
Nicholas C. Stiassni, Managing Member

STIASSNI CAPITAL, LLC

By: /s/ Nicholas C. Stiassni

-----  
Nicholas C. Stiassni, Managing Member

/s/ Nicholas C. Stiassni

-----  
Nicholas C. Stiassni