

ENERGY FOCUS, INC/DE
Form 8-A12B
July 29, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-A

For Registration of Certain Classes of Securities

Pursuant to Section 12(b) or (g) of the

Securities Exchange Act of 1934

ENERGY FOCUS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State of Incorporation)

94-3021850
(I.R.S. Employer Identification No.)

32000 Aurora Road, Suite B
Solon, Ohio
(Address of principal executive offices) (Zip Code)

44139

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered	Name of each exchange on which each class is to be registered
Common Stock, \$0.0001 par value per share	The NASDAQ Stock Market LLC

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates (if applicable): **333-196140**

Securities to be registered pursuant to Section 12(g) of the Act: **None**

Item 1. Description of Registrant's Securities to be Registered.

Energy Focus, Inc. (the "Registrant") hereby incorporates by reference the description of its common stock, \$0.0001 par value per share, to be registered hereunder, contained under the heading "Description of Capital Stock" in the prospectus included in the Registrant's Registration Statement on Form S-1 (File No. 333-196140), as originally filed with the Securities and Exchange Commission (the "Commission") on May 21, 2014, as amended on July 22, 2014 and July 25, 2014 and as may be further amended from time to time (the "Registration Statement"). In addition, all of the above-referenced descriptions included in any prospectus relating to the Registration Statement filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933, as amended, shall be deemed to be incorporated herein by reference.

Item 2. Exhibits.

Pursuant to the Instructions as to Exhibits, no exhibits are filed herewith or incorporated herein by reference.

Signature

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

Energy Focus, Inc.

Dated: July 29, 2014 By: /s/ James Tu

James Tu

Executive Chairman and Chief Executive Officer