

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

ENERGY FOCUS, INC/DE  
Form SC 13D/A  
December 28, 2007

CUSIP No. 29268T102

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

SCHEDULE 13D

(AMENDMENT NO. 3)

UNDER THE SECURITIES EXCHANGE ACT OF 1934

Energy Focus, Inc.

(Name of Issuer)

Common Stock, par value \$0.0001

(Title of Class of Securities)

29268T102

(CUSIP Number)

Joseph P. Bartlett, Esq.  
Greenberg Glusker Fields Claman & Machtinger LLP  
1900 Avenue of the Stars, Suite 2100  
Los Angeles, CA 90067  
(310) 201-7481

(Name, Address and Telephone Number of Person Authorized to Receive Notices  
and Communications)

December 21, 2007

(Date of Event which Requires Filing of this Statement)

If the reporting person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of Sections 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box / /.

NOTE: Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Section 240.13d-7(b) for other parties to whom copies are to be sent.

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 29268T102

-----  
1. Name of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).

David Gelbaum, Trustee, The Quercus Trust  
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2. Check the Appropriate Box If a Member of a Group (See Instructions)  
(a)  [X]  
(b)  [ ]  
-----

3. SEC Use Only  
-----

4. Source of Funds (See Instructions)  
PF  
-----

5. Check If Disclosure of Legal Proceedings Is Required Pursuant to  
Items 2(d) or 2(e)  [ ]  
-----

6. Citizenship or Place of Organization  
U.S.  
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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. Sole Voting Power	-0-
	8. Shared Voting Power	1,073,917
	9. Sole Dispositive Power	-0-
	10. Shared Dispositive Power	1,073,917

-----

11. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,073,917  
-----

12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [ ]  
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13. Percent of Class Represented by Amount in Row (11)  
9.3% (1)  
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14. Type of Reporting Person (See Instructions)  
IN  
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(1) Based on 11,590,125 shares of Common Stock, par value \$0.0001 per share,  
as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter  
period ended September 30, 2007.

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- 
1. Name of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).  
  
Monica Chavez Gelbaum, Trustee, The Quercus Trust
- 
2. Check the Appropriate Box If a Member of a Group (See Instructions)  
(a)  [X]  
(b)  [ ]
- 
3. SEC Use Only
- 
4. Source of Funds (See Instructions)  
PF
- 
5. Check If Disclosure of Legal Proceedings Is Required Pursuant to  
Items 2(d) or 2(e)  [ ]
- 
6. Citizenship or Place of Organization  
U.S.
- 
- |  |                              |           |
|--|------------------------------|-----------|
| NUMBER OF<br>SHARES<br>BENEFICIALLY<br>OWNED BY<br>EACH<br>REPORTING<br>PERSON<br>WITH | 7. Sole Voting Power         | -0-       |
|  | 8. Shared Voting Power       | 1,073,917 |
|  | 9. Sole Dispositive Power    | -0-       |
|  | 10. Shared Dispositive Power | 1,073,917 |
- 
11. Aggregate Amount Beneficially Owned by Each Reporting Person  
1,073,917
- 
12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [ ]
- 
13. Percent of Class Represented by Amount in Row (11)  
9.3%(1)
- 
14. Type of Reporting Person (See Instructions)  
IN
- 

(1) Based on 11,590,125 shares of Common Stock, par value \$0.0001 per share, as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter period ended September 30, 2007.

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- 
1. Name of Reporting Persons.  
I.R.S. Identification Nos. of above persons (entities only).
- The Quercus Trust
- 
2. Check the Appropriate Box If a Member of a Group (See Instructions)
- (a)  [X]
- (b)  [ \_ ]
- 

3. SEC Use Only

-----

4. Source of Funds (See Instructions)

PF

-----

5. Check If Disclosure of Legal Proceedings Is Required Pursuant to  
Items 2(d) or 2(e)  [ \_ ]

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6. Citizenship or Place of Organization

U.S.

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. Sole Voting Power	-0-
	8. Shared Voting Power	1,073,917
	9. Sole Dispositive Power	-0-
	10. Shared Dispositive Power	1,073,917

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11. Aggregate Amount Beneficially Owned by Each Reporting Person

1,073,917

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12. Check Box If the Aggregate Amount in Row (11) Excludes Certain Shares  
(See Instructions)  [ \_ ]

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13. Percent of Class Represented by Amount in Row (11)

9.3% (1)

-----

14. Type of Reporting Person (See Instructions)

OO

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(1) Based on 11,590,125 shares of Common Stock, par value \$0.0001 per share,  
as reported in the Issuer's Quarterly Report on Form 10-Q for the quarter  
period ended September 30, 2007.

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This Amendment No. 3 to Schedule 13D (this "Amendment No. 3") amends and restates, where indicated, the statement on Schedule 13D relating to the Common Stock, par value \$0.0001 per share ("Common Stock") of the Issuer filed by The Quercus Trust, David Gelbaum and Monica Chavez Gelbaum (the "reporting persons") with the Securities and Exchange Commission on August 31, 2007 (the "Initial Schedule 13D"). Capitalized terms used in this Amendment No. 3 but not otherwise defined herein have the meanings given to them in the Initial Schedule 13D or prior amendments thereto.

This Amendment No. 3 is being made to disclose the acquisition of additional shares (the "Shares") of Common Stock of the Issuer. Except as otherwise set forth herein, this Amendment No. 3 does not modify any of the information previously reported by the reporting persons in the Initial Schedule 13D or prior amendments thereto.

### Item 5. Interest in Securities of the Issuer

(a) As of the date of this Amendment No. 3, each reporting person beneficially owns 1,073,917 shares of Common Stock, which are held of record by the Trust.

(b) Each of David Gelbaum and Monica Chavez Gelbaum, acting alone, has the power to exercise voting and investment control over the shares of Common Stock owned by the Trust.

(c) Since November 12, 2007, the Trust has purchased shares of Common Stock in brokered transactions as follows:

Date	Number of Shares	Price Per Share
----	-----	-----
11/13/2007	1,000	\$ 6.3000
11/30/2007	4,200	\$ 6.7151
12/3/2007	1,800	\$ 6.5494
12/4/2007	5,000	\$ 6.2492
12/5/2007	1,700	\$ 6.1765
12/6/2007	5,200	\$ 6.0638
12/7/2007	10,000	\$ 5.9984
12/10/2007	2,600	\$ 5.8758
12/11/2007	6,900	\$ 5.7588
12/12/2007	3,600	\$ 5.7178
12/13/2007	5,800	\$ 5.5340
12/14/2007	2,245	\$ 5.5562
12/17/2007	9,955	\$ 5.2463
12/18/2007	19,400	\$ 5.2002
12/19/2007	8,000	\$ 5.2618
12/20/2007	13,600	\$ 5.5179
12/21/2007	25,895	\$ 5.9646
12/24/2007	5,671	\$ 5.0377
12/26/2007	4,500	\$ 5.1754
12/27/2007	22,150	\$ 6.3466

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(d) Not applicable.

(e) Not applicable.

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Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer

Pursuant to the Power of Attorney filed as Exhibit "B" to Amendment No. 1 to Schedule 13D filed on August 24, 2007 with respect to the issuer Emcore Corp., David Gelbaum has been appointed as Monica Chavez Gelbaum's Attorney-In-Fact.

Item 7. Material to Be Filed as Exhibits

Exhibit A: Agreement Regarding Joint Filing of Amendment No. 3 to Schedule 13D.

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SIGNATURE

After reasonable inquiry and to the best of its knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct and agrees that this statement may be filed jointly with the other undersigned parties.

Dated: December 28, 2007

/s/ David Gelbaum

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David Gelbaum, Co-Trustee of The Quercus Trust

/s/ David Gelbaum, as Attorney-In-Fact for  
Monica Chavez Gelbaum

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Monica Chavez Gelbaum, Co-Trustee of The  
Quercus Trust

/s/ David Gelbaum

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The Quercus Trust, David Gelbaum, Co-Trustee  
of The Quercus Trust

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EXHIBIT A

AGREEMENT REGARDING JOINT FILING OF AMENDMENT NO. 3 TO SCHEDULE 13D  
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The undersigned agree that the Amendment No. 3 to Schedule 13D with respect to the Common Stock of Energy Focus, Inc. is a joint filing being made on their behalf.

Dated: December 28, 2007

/s/ David Gelbaum

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David Gelbaum, Co-Trustee of The Quercus Trust

/s/ David Gelbaum, as Attorney-In-Fact for  
Monica Chavez Gelbaum

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Monica Chavez Gelbaum, Co-Trustee of The  
Quercus Trust

/s/ David Gelbaum

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The Quercus Trust, David Gelbaum, Co-Trustee  
of The Quercus Trust