

ENERGY FOCUS, INC/DE
Form SC 13D/A
October 14, 2014

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

SCHEDULE 13D

(Amendment No. 1)

Under the Securities Exchange Act of 1934

Energy Focus, Inc.

(Name of Issuer)

Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

29268T300

(CUSIP Number)

Jiangang Luo

18 Michelle Way

Pine Brook, NJ 07058

973.287.7177

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

August 6, 2014

(Date of Event Which Requires Filing of this Statement)

If the filing 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 Rule 13d-1(e), Rule 13d-1(f) or Rule 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 Rule 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).

1 **NAME OF
REPORTING
PERSON**
Cleantech
Global
Limited
(formerly
Prime
Science &
Technology
Inc.)

2 **CHECK
THE
APPROPRIATE
BOX IF A (a)
MEMBER
OF A
GROUP**
(see
instructions) **(b)**

3 **SEC USE
ONLY**

4 **SOURCE
OF FUNDS**
(see
instructions)
WC

5 **CHECK IF
DISCLOSURE
OF LEGAL
PROCEEDINGS
IS
REQUIRED
PURSUANT
TO ITEMS
2(d) OR 2(e)**

6 **CITIZENSHIP
OR PLACE
OF
ORGANIZATION**

 New Jersey
NUMBER OF **7**

| | | |
|---------------------|-----------|--------------------|
| SHARES | | SOLE |
| BENEFICIALLY | | VOTING |
| OWNED BY | | POWER |
| | | 910,869 |
| EACH | 8 | SHARED |
| REPORTING | | VOTING |
| PERSON | | POWER |
| WITH: | 9 | SOLE |
| | | DISPOSITIVE |
| | | POWER |
| | | 910,869 |
| | 10 | SHARED |
| | | DISPOSITIVE |
| | | POWER |
| | | 0 |

11 **AGGREGATE AMOUNT**
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON
910,869

12 **CHECK IF**
THE
AGGREGATE
AMOUNT
IN ROW
(11)
EXCLUDES
CERTAIN
SHARES
(see
instructions)

13 **PERCENT OF CLASS**
REPRESENTED BY
AMOUNT IN ROW 11
9.7%

14 **TYPE OF REPORTING**
PERSON (see instructions)
CO

CUSIP No. 811065101

1 **NAME OF
REPORTING
PERSON**

Jiangang Luo

2 **CHECK
THE
APPROPRIATE
BOX IF A (a)
MEMBER
OF A
GROUP**

(see
instructions) **(b)**

3 **SEC USE
ONLY**

4 **SOURCE
OF FUNDS**

(see
instructions)
AF

5 **CHECK IF
DISCLOSURE
OF LEGAL
PROCEEDINGS
IS
REQUIRED
PURSUANT
TO ITEMS
2(d) OR 2(e)**

6 **CITIZENSHIP
OR PLACE
OF
ORGANIZATION**

People's
Republic of
China

| | | |
|---|-----------|--|
| NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH: | 7 | SOLE VOTING POWER 913,371 |
| | 8 | SHARED VOTING POWER 0 |
| | 9 | SOLE DISPOSITIVE POWER 913,371 |
| | 10 | SHARED DISPOSITIVE POWER 0 |

11 **AGGREGATE AMOUNT
BENEFICIALLY
OWNED BY EACH
REPORTING PERSON**
913,371

12 **CHECK IF
THE
AGGREGATE
AMOUNT
IN ROW
(11)
EXCLUDES
CERTAIN
SHARES**
(see
instructions)

13 **PERCENT OF CLASS
REPRESENTED BY
AMOUNT IN ROW 11**
9.7%

14 **TYPE OF REPORTING
PERSON (see instructions)
IN**

CUSIP No. 811065101

EXPLANATORY NOTE

This Amendment No. 1 to Schedule 13D amends the statement on Schedule 13D filed on April 24, 2014 (the “Original 13D”), by Mr. Luo and Cleantech Global Limited (formerly Prime Science and Technology Inc.) and amends the Items of the Original 13D set forth below with respect to the Common Stock, \$0.0001 par value per share (“Common Stock”), of Energy Focus, Inc. (the “Company”). This Amendment is being filed to report a change in Mr. Luo’s and Cleantech’s ownership percentage as a result of a change in the number of the outstanding shares following the Company’s public offering in August 2014. All share amounts in this Amendment reflect the stock split the Company effected in July 2014.

Item 5. Interest in Securities of the Issuer.

(a) As of the date hereof, Mr. Luo beneficially owns 913,371 and Cleantech beneficially owns 910,869 shares of Common Stock. Each of Mr. Luo’s and Cleantech’s beneficial ownership represents 9.7% of the outstanding shares of Common Stock based on information set forth in the Company’s Quarter Report on Form 10-Q for the quarter ended June 30, 2014, filed on August 13, 2014 (which reported that there were 9,376,818 shares outstanding as of August 12, 2014). Mr. Luo is the Managing Partner of Cleantech and thus is deemed to have beneficial ownership of Cleantech’s shares of Common Stock.

(b) Each of Mr. Luo and Cleantech has sole voting and dispositive power over the shares of Common Stock reported as beneficially by it or her in response to Item 5(a) above.

(c) None.

(d) Inapplicable.

(e) Inapplicable.

CUSIP No. 811065101

SIGNATURES

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

Date: October 10, 2014

/s/ Jiangang Luo
Name: Jiangang Luo

CLEANTECH GLOBAL LIMITED

By: /s/ Jiangang Luo
Name: Jiangang Luo
Title: Managing Partner