

ENERGY FOCUS, INC/DE
Form 10-Q/A
February 27, 2009

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

Form 10-Q/A
(Amendment No. 1)

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES AND EXCHANGE ACT OF 1934

For the quarterly period ended June 30, 2006

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from to

Commission file number 0-24230

ENERGY FOCUS, INC.
(Exact name of registrant as specified in its charter)

Delaware 94-3021850
(State or other jurisdiction of incorporation or organization) (I.R.S. Employer Identification No.)

32000 Aurora Rd., Solon, OH 44139
(Address of principal executive offices)

(Registrant's telephone number, including area code): (440) 715-1300

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company.

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell Company (as defined in Rule 12b-2 of the Exchange Act).
Yes No

The number of outstanding shares of the registrant's Common Stock, \$0.0001 par value, as of February 26, 2009 was 14,832,130.

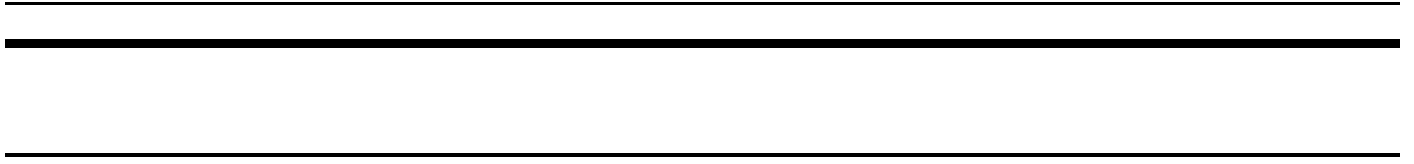


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EXPLANATORY NOTE

This Amendment to the Company's Report on Form 10-Q for its quarterly period ended June 30, 2006 is being filed solely to amend Exhibit 10.1 originally filed with that Report. Confidential treatment has been granted for certain parts of the Agreement. Those parts have been redacted from the copy of the Agreement filed as an exhibit to this Amendment, marked with ***, and separately filed with the Commission.

PART II - OTHER INFORMATION

Item 6. Exhibits

Exhibit Number	Description of Documents
10.1*	Equipment Purchase and Product Supply Agreement entered into as of May 25, 2006 between the Company (formerly known as Fiberstars, Inc.) and Venture Lighting International, Inc.

* Confidential treatment has been granted for certain portions of this Agreement.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: February 27, 2009

ENERGY FOCUS, INC.

By: /s/ Joseph G. Kaveski
Joseph G. Kaveski
Chief Executive Officer

By: /s/ Nicholas G. Berchtold
Nicholas G. Berchtold
Vice President Finance and Chief
Financial Officer

EXHIBIT INDEX

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