

ENERGY FOCUS, INC/DE
Form SC 13G
January 11, 2010

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Energy Focus, Inc.
(Name of Issuer)
Common Stock, par value \$0.0001 per share
(Title of Class of Securities)
29268T102
(CUSIP Number)
December 31, 2009
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

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

The information required in the remainder of this cover page shall not be deemed to be filed for 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.

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NAMES OF REPORTING PERSONS

(1)

TLC Investments, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(2)

(a)

(b)

SEC USE ONLY

(3)

CITIZENSHIP OR PLACE OF ORGANIZATION

(4)

Tennessee

SOLE VOTING POWER

(5)

NUMBER OF 0

SHARED VOTING POWER

BENEFICIALLY (6)

OWNED BY 1,500,000 shares of Common Stock

SOLE DISPOSITIVE POWER

EACH REPORTING (7)

PERSON 0

SHARED DISPOSITIVE POWER

(8)

WITH 1,500,000 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(9)

1,500,000 shares of Common Stock

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

(10)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(11)

7.1%

TYPE OF REPORTING PERSON

(12)

OO

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NAMES OF REPORTING PERSONS

(1)

Jami E. Hall

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(2)

(a)

(b)

SEC USE ONLY

(3)

CITIZENSHIP OR PLACE OF ORGANIZATION

(4)

Tennessee

SOLE VOTING POWER

(5)

NUMBER OF 0

SHARED VOTING POWER

BENEFICIALLY (6)

OWNED BY 2,100,000 shares of Common Stock

SOLE DISPOSITIVE POWER

EACH REPORTING (7)

PERSON 0

SHARED DISPOSITIVE POWER

(8)

WITH 2,100,000 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(9)

2,100,000 shares of Common Stock

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

(10)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(11)

9.9%

TYPE OF REPORTING PERSON

(12)

IN

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NAMES OF REPORTING PERSONS

(1)

Robert E. Wilson

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(2)

(a)

(b)

SEC USE ONLY

(3)

CITIZENSHIP OR PLACE OF ORGANIZATION

(4)

Tennessee

SOLE VOTING POWER

(5)

NUMBER OF 140,000 shares of Common Stock

SHARED VOTING POWER

BENEFICIALLY (6)

OWNED BY 2,100,000 shares of Common Stock

SOLE DISPOSITIVE POWER

EACH REPORTING (7)

PERSON 140,000 shares of Common Stock

SHARED DISPOSITIVE POWER

WITH

(8)

2,100,000 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(9)

2,240,000 shares of Common Stock

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

(10)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(11)

10.6%

TYPE OF REPORTING PERSON

(12)

IN

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NAMES OF REPORTING PERSONS

(1)

Woodstone Energy, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(2)

(a)

(b)

SEC USE ONLY

(3)

CITIZENSHIP OR PLACE OF ORGANIZATION

(4)

Tennessee

SOLE VOTING POWER

(5)

NUMBER OF 0

SHARED VOTING POWER

BENEFICIALLY (6)

OWNED BY 600,000 shares of Common Stock

SOLE DISPOSITIVE POWER

EACH REPORTING (7)

PERSON 0

SHARED DISPOSITIVE POWER

(8)

WITH 600,000 shares of Common Stock

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

(9)

600,000 shares of Common Stock

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

(10)

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

(11)

2.8%

TYPE OF REPORTING PERSON

(12)

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Item 1.

(a) Name of Issuer

Energy Focus, Inc., a Delaware corporation (the Company)

(b) Address of Issuer's Principal Executive Offices

32000 Aurora Road
Solon, Ohio, 44139

Item 2(a). Name of Person Filing

Item 2(b). Address of Principal Business Office

Item 2(c). Citizenship

TLC Investments, LLC (TLC)

1244 Gallatin Pike South
Madison, Tennessee 37115

Citizenship: Tennessee

Jami E. Hall (Hall)

1244 Gallatin Pike South
Madison, Tennessee 37115

Citizenship: Tennessee

Robert E. Wilson (Wilson)

1244 Gallatin Pike South
Madison, Tennessee 37115

Citizenship: Tennessee

Woodstone Energy, LLC (Woodstone)

1244 Gallatin Pike South
Madison, Tennessee 37115

Citizenship: Tennessee

The foregoing persons are hereinafter sometimes collectively referred to as the Reporting Persons.

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Item 2(d). Title of Class of Securities

Common Stock, \$0.0001 par value (Common Stock)

Item 2(e). CUSIP Number

29268T102

Item 3. If this statement is filed pursuant to Rules 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 Rule 13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);
- (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 Rule 13d-1(b)(1)(ii)(J).

If this statement is filed pursuant to Rule 13d-1(c), check this box.

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Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

Introduction:

On December 31, 2009, the Issuer acquired all of the member interests of Stones Rivers Companies, LLC, a Tennessee limited liability company (SRC), from TLC. The consideration that the Company paid to TLC that day included 1,000,000 shares of its Common Stock and a Convertible Promissory Note in the face amount of \$500,000 with a maturity date of June 30, 2013. The principal amount of the Note is convertible in whole, but not in part, into 500,000 shares of Common Stock at any time during the period beginning on June 30, 2010 and ending on the maturity date. Ms. Hall and Mr. Wilson own all of the member interests of TLC.

On December 31, 2009, the Company issued to Woodstone warrants to purchase up to 600,000 shares of the Company's Common Stock at an exercise price of \$0.65 per share and with a term ending on December 31, 2014. The warrants become exercisable only if SRC, now a subsidiary of the Company, receives from Woodstone firm contracts or purchase orders for at least \$10,000,000 by June 30, 2013. The warrants vest in two parts: 400,000 shares when contracts or purchase orders between SRC and Woodstone reach \$10,000,000, and an additional 200,000 shares when contracts or purchase orders between them reach an additional \$5,000,000. Ms. Hall and Mr. Wilson each own a minority of the member interests of Woodstone. Together, they own a majority of its member interests.

On December 31, 2009, the Company awarded to Mr. Wilson an employee stock option under its 2008 Stock Incentive Plan to purchase 140,000 shares of Common Stock at an exercise price of \$0.64 and with a term of ten years. Of the total number of shares, twenty-five percent become exercisable on December 31, 2010, and the remaining seventy-five percent become exercisable monthly in equal amounts over the next thirty-six months.

(a) Amount Beneficially Owned:

As of the date of this filing, and assuming the passage of the requisite amount of time, the satisfaction of conditions, and the satisfaction of vesting requirements, (i) TLC beneficially owns 1,500,000 shares of Common Stock, (ii) Woodstone beneficially owns 600,000 shares of Common Stock, (iii) Mr. Wilson beneficially owns 140,000 shares of Common Stock, and (iv) each of Ms. Hall and Mr. Wilson may be deemed to be the beneficial owner of 2,100,000 shares of Common Stock beneficially owned by TLC and by Woodstone.

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(b) Percent of Class:

The Company has informed the Reporting Persons that following its acquisition of SRC, and the issuance to SRC of 1,000,000 shares of Common Stock, on December 31, 2009, there were 21,077,859 shares of Common Stock outstanding. Therefore, based on the Company's outstanding shares of Common Stock, and on the assumptions set forth in the previous paragraph, (i) TLC may be deemed to beneficially own 7.1% of the outstanding shares of Common Stock of the Company, (ii) Woodstone may be deemed to beneficially own 2.8% of the outstanding shares of Common Stock of the Company, (iii) Ms. Hall may be deemed to beneficially own 9.9% of the outstanding shares of Common Stock of the Company, and (iv) Mr. Wilson may be deemed to beneficially own 10.6% of the outstanding shares of Common Stock of the Company. The foregoing should not be construed, in and of itself, as an admission by any Reporting Person as to beneficial ownership of shares of Common Stock owned by another Reporting Person.

(c) Number of shares as to which such person has:

- (i) Sole power to vote or to direct the vote

See Item 4(a)

- (ii) Shared power to vote or to direct the vote

See Item 4(a)

- (iii) Sole power to dispose or to direct the disposition of

See Item 4(a)

- (iv) Shared power to dispose or to direct the disposition of

See Item 4(a)

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

Not applicable.

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.

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Item 8. Identification and Classification of Members of the Group

Not applicable.

Item 9. Notice of Dissolution of Group

Not applicable.

Item 10. Certification

By signing below each of the undersigned certifies that, to the best of its, his, or her 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.

Exhibit A: Joint Filing Agreement, dated as of January 11, 2010, by and among TLC Investments, LLC, Woodstone Energy, LLC, Jami E. Hall, and Robert E. Wilson.

[Signatures are on following page.]

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SIGNATURES

After reasonable inquiry and to the best of its, his, or her knowledge and belief, each of the undersigned certifies that the information with respect to it, him, or her set forth in this statement is true, complete, and correct.

Dated: January 11, 2010

TLC INVESTMENTS, LLC

By: /s/ Jami E. Hall
Name: Jami E. Hall
Title: President

WOODSTONE ENERGY, LLC

By: /s/ Douglas Woodward
Name: Douglas Woodward
Title: President

/s/ Jami E. Hall
Name: Jami E. Hall

/s/ Robert E. Wilson
Name: Robert E. Wilson

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EXHIBIT A

JOINT FILING AGREEMENT

This will confirm the agreement by and among the undersigned that the Schedule 13G filed with the Securities and Exchange Commission on or about the date hereof with respect to the beneficial ownership by the undersigned of the shares of Common Stock, \$0.0001 par value, of Energy Focus, Inc., is being filed, and all amendments thereto will be filed, on behalf of each of the persons and entities named below in accordance with Rule 13d-1(k) under the Securities Exchange Act of 1934, as amended. This Agreement may be executed in two or more counterparts, each of which shall be deemed an original, but all of which together shall constitute one and the same instrument.

Dated: January 11, 2010

TLC INVESTMENTS, LLC

By: /s/ Jami E. Hall
Name: Jami E. Hall
Title: President

WOODSTONE ENERGY, LLC

By: /s/ Douglas Woodward
Name: Douglas Woodward
Title: President

/s/ Jami E. Hall
Name: Jami E. Hall

/s/ Robert E. Wilson
Name: Robert E. Wilson