

ENERGY FOCUS, INC/DE  
Form 10-Q/A  
March 06, 2009

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UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Form 10-Q/A  
(Amendment No. 2)

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  
(State or other jurisdiction of incorporation or organization)

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

32000 Aurora Road, 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 <input type="checkbox"/>	Accelerated filer <input type="checkbox"/>	Non-accelerated filer <input checked="" type="checkbox"/> (Do not check if a smaller reporting company)	Smaller reporting company <input type="checkbox"/>
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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 March 6, 2009 was

14,834,920.

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EXPLANATORY NOTE

This Amendment No. 2 amends the Company's quarterly report on Form 10-Q for the quarterly period ended June 30, 2006 filed on August 11, 2006, as previously amended by Amendment No. 1 thereto filed on February 27, 2009 (as amended, the "Original Filing"). The Company is filing this Amendment No. 2 for the sole purpose of including the certifications of our Chief Executive Officer and Chief Financial Officer as required by Rule 13a-14(a) under the Securities Exchange Act of 1934.

Except as described above, this Amendment No. 2 does not amend any other information set forth in the Original Filing.

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., filed as Exhibit 10.1 to Amendment No. 1 to the Company's Quarterly Report on Form 10-Q for the Quarterly Period Ended June 30, 2006, filed on February 27, 2009.
31.1	Rule 13a-14(a) Certification of Chief Executive Officer.
31.2	Rule 13a-14(a) Certification of Chief Financial Officer.

\* 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: March 6, 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 of Finance and Chief  
Financial Officer

EXHIBIT INDEX

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