

ENERGY FOCUS, INC/DE
Form DEFA14A
August 29, 2013

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of the
Securities Exchange Act of 1934**

Filed by the Registrant
Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

Confidential, For Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §240.14a-12

ENERGY FOCUS, INC.

(Name of Registrant as Specified in Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below
per Exchange Act Rules
14a-6(i)(1) and 0-11.

- | | |
|-----|---|
| (1) | Title of each class of securities to which transaction applies: |
| (2) | Aggregate number of securities to which transaction applies: |
| (3) | Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined): |
| (4) | Proposed maximum aggregate value of transaction: |
| (5) | Total fee paid: |

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by

Exchange Act

Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

- | | |
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| (1) | Amount Previously Paid: |
| (2) | Form, Schedule or Registration Statement No.: |
| (3) | Filing Party: |
| (4) | Date Filed: |
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ENERGY FOCUS, INC.

32000 Aurora Road

Solon, Ohio 44139

ADDITIONAL INFORMATION RELATING TO PROPOSAL NO. 4

AT THE 2013 ANNUAL MEETING OF THE SHAREHOLDERS

TO BE HELD ON THURSDAY, SEPTEMBER 26, 2013

The following information supplements the proxy statement (“Proxy Statement”) dated August 16, 2013 of Energy Focus, Inc. (“we,” “us,” “our” or the “Company”) that we furnished to shareholders of the Company in connection with our Board of Directors’ (“Board”) solicitation of proxies for the 2013 Annual Meeting of Shareholders (“Annual Meeting”). We are filing this supplement to the Proxy Statement (the “Supplement”) with the Securities and Exchange Commission, and making it available to shareholders, on August 30, 2013.

On August 29, 2013, our Board voted to withdraw Proposal 4 from the agenda for the Annual Meeting. That proposal requested that shareholders approve the 2013 Incentive Stock Plan (“2013 Plan”).

As a result of the Board’s August 29, 2013 action, we are not requesting the approval of the 2013 Plan. You should note the following:

We will not make available or distribute, and you do not need to sign, new proxy cards or submit new voting instructions solely as a result of the Board’s action to withdraw Proposal 4.

Proxy cards or voting instructions already received by us with direction on Proposal 4 will not be voted on Proposal 4.

Proxy cards or voting instructions received by us and providing directions on the remaining proposals at the Annual Meeting will remain valid and in effect and will be voted as directed. The remaining proposals include Proposals 1,

2, 3, 5, and 6.

If you already have submitted a proxy card or voting instructions, you do not need to re-submit proxies or voting instructions with different directions, unless you wish to change your previously cast votes on the remaining proposals.

Your vote on the remaining proposals is important. Please vote on those remaining proposals as described in the Notice of Internet Availability of Proxy Materials and in the Proxy Statement that you received in the mail.

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