

ENERGY FOCUS, INC/DE
Form SC 13D/A
April 03, 2019

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13D/A

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

ENERGY FOCUS, INC.
(Name of Issuer)

Common Stock, par value \$0.0001 per share

(Title of Class of Securities)

29268T300
(CUSIP Number)

James Tu
1 Bridge Plaza North, #275
Fort Lee, NJ 07024

with a copy to:

Michael Huang, Esq.

Paul Hastings LLP

200 Park Avenue,

New York, NY 10166

(212) 318-6000

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

March 29, 2019

(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 §240.13d-1(e), §240.13d-1(f) or §240.13d-1(g), check the following box. "

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).

CUSIP No. 29268T300

Names of reporting persons.

1.

Gina Huang

Check the appropriate box if a member of a group (see instructions)

2.

(a) ☒ (b) ☐

3. SEC use only

Source of funds (see instructions)

4.

PF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

Citizenship or place of organization

6.

Taiwan

Sole voting power

7.

0

Shared voting power

Number of
shares 8.

beneficially
owned by
each

1,017,390

Sole dispositive power

reporting
person with 9.

0

Shared dispositive power

10.

1,017,390

Aggregate amount beneficially owned by each reporting person

11.

1,017,390

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☐

Percent of class represented by amount in Row (11)

13.

8.3%

Type of reporting person (see instructions)

14.

IN

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CUSIP No. 29268T300

Names of reporting persons.

1.

Jag International, Ltd.

Check the appropriate box if a member of a group (see instructions)

2.

(a) ☒ (b) ☐

3. SEC use only

Source of funds (see instructions)

4.

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

Citizenship or place of organization

6.

British Virgin Islands

Sole voting power

7.

0

Shared voting power

Number of
shares

beneficially
owned by
each

reporting
person with

8.

600,000

Sole dispositive power

9.

0

Shared dispositive power

10.

600,000

Aggregate amount beneficially owned by each reporting person

11.

600,000

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☐
Percent of class represented by amount in Row (11)

13.

4.9%

Type of reporting person (see instructions)

14.

OO

CUSIP No. 29268T300

Names of reporting persons.

1.

Brilliant Start Enterprise, Inc.

Check the appropriate box if a member of a group (see instructions)

2.

(a) ☒ (b) ☐

3. SEC use only

Source of funds (see instructions)

4.

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

Citizenship or place of organization

6.

British Virgin Islands

Sole voting power

7.

0

Shared voting power

Number of
shares

beneficially
owned by
each

reporting
person with

8.

417,390

Sole dispositive power

9.

0

Shared dispositive power

10.

417,390

Aggregate amount beneficially owned by each reporting person

11.

417,390

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☐
Percent of class represented by amount in Row (11)

13.

3.4%

Type of reporting person (see instructions)

14.

CO

CUSIP No. 29268T300

Names of reporting persons.

1.

Jiangang Luo

Check the appropriate box if a member of a group (see instructions)

2.

(a) ☒ (b) ☐

3. SEC use only

Source of funds (see instructions)

4.

PF, OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

Citizenship or place of organization

6.

People's Republic of China

Sole voting power

7.

2,502

Shared voting power

Number of
shares 8.

beneficially
owned by
each

519,565

Sole dispositive power

reporting
person with 9.

2,502

Shared dispositive power

10.

519,565

Aggregate amount beneficially owned by each reporting person

11.

522,067

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☐
Percent of class represented by amount in Row (11)

13.

4.3%

Type of reporting person (see instructions)

14.

IN

CUSIP No. 29268T300

Names of reporting persons.

1.

Cleantech Global Ltd.

Check the appropriate box if a member of a group (see instructions)

2.

(a) ☒ (b) ☐

3. SEC use only

Source of funds (see instructions)

4.

AF, OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

Citizenship or place of organization

6.

British Virgin Islands

Sole voting power

7.

0

Shared voting power

Number of
shares 8.

beneficially
owned by
each

519,565

Sole dispositive power

reporting
person with 9.

0

Shared dispositive power

10.

519,565

Aggregate amount beneficially owned by each reporting person

11.

519,565

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☐
Percent of class represented by amount in Row (11)

13.

4.3%

Type of reporting person (see instructions)

14.

00

CUSIP No. 29268T300

Names of reporting persons.

1.

James Tu

Check the appropriate box if a member of a group (see instructions)

2.

(a) ☒ (b) ☐

3. SEC use only

Source of funds (see instructions)

4.

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

Citizenship or place of organization

6.

USA

Sole voting power

7.

0

Shared voting power

Number of
shares

beneficially
owned by
each

reporting
person with

8.

300,000

Sole dispositive power

9.

0

Shared dispositive power

10.

300,000

Aggregate amount beneficially owned by each reporting person

11.

300,000

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☐
Percent of class represented by amount in Row (11)

13.

2.5%

Type of reporting person (see instructions)

14.

IN

CUSIP No. 29268T300

Names of reporting persons.

1.

5 Elements Global Fund L.P.

Check the appropriate box if a member of a group (see instructions)

2.

(a) ☒ (b) ☐

3. SEC use only

Source of funds (see instructions)

4.

OO

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

Citizenship or place of organization

6.

Delaware

Sole voting power

7.

0

Shared voting power

Number of
shares

beneficially
owned by
each

reporting
person with

8.

300,000

Sole dispositive power

9.

0

Shared dispositive power

10.

300,000

Aggregate amount beneficially owned by each reporting person

11.

300,000

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☐
Percent of class represented by amount in Row (11)

13.

2.5%

Type of reporting person (see instructions)

14.

PN

CUSIP No. 29268T300

Names of reporting persons.

1.

Yeh-Mei Hui Cheng

Check the appropriate box if a member of a group (see instructions)

2.

(a) ☒ (b) ☐

3. SEC use only

Source of funds (see instructions)

4.

PF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

Citizenship or place of organization

6.

Taiwan

Sole voting power

7.

0

Shared voting power

Number of
shares 8.

beneficially
owned by
each

287,391

Sole dispositive power

reporting
person with 9.

0

Shared dispositive power

10.

287,391

Aggregate amount beneficially owned by each reporting person

11.

287,391

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☐

Percent of class represented by amount in Row (11)

13.

2.4%

Type of reporting person (see instructions)

14.

IN

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CUSIP No. 29268T300

Names of reporting persons.

1.

Communal International, Ltd.

Check the appropriate box if a member of a group (see instructions)

2.

(a) ☒ (b) ☐

3. SEC use only

Source of funds (see instructions)

4.

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

Citizenship or place of organization

6.

British Virgin Islands

Sole voting power

7.

0

Shared voting power

Number of
shares

beneficially
owned by
each

reporting
person with

8.

287,391

Sole dispositive power

9.

0

Shared dispositive power

10.

287,391

Aggregate amount beneficially owned by each reporting person

11.

287,391

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☐
Percent of class represented by amount in Row (11)

13.

2.4%

Type of reporting person (see instructions)

14.

OO

CUSIP No. 29268T300

Names of reporting persons.

1.

5 Elements Energy Efficiency Limited

Check the appropriate box if a member of a group (see instructions)

2.

(a) ☒ (b) ☐

3. SEC use only

Source of funds (see instructions)

4.

AF

5. Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e) ☐

Citizenship or place of organization

6.

British Virgin Islands

Sole voting power

7.

0

Shared voting power

Number of
shares 8.

beneficially
owned by
each

287,391

Sole dispositive power

reporting
person with 9.

0

Shared dispositive power

10.

287,391

Aggregate amount beneficially owned by each reporting person

11.

287,391

12. Check if the aggregate amount in Row (11) excludes certain shares (see instructions) ☐

Percent of class represented by amount in Row (11)

13.

2.4%

Type of reporting person (see instructions)

14.

OO

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CUSIP No. 29268T300

Explanatory Note:

This Amendment No. 2 (this “**Amendment**”) to the Schedule 13D relating to the common stock, par value \$0.0001 per share (the “**Common Stock**”), of Energy Focus, Inc. (the “**Issuer**”), a Delaware corporation, filed by the Reporting Persons (as defined below) with the U.S. Securities and Exchange Commission (the “**Commission**”) on November 30, 2018 (the “**Initial 13D**”) and as amended and supplemented by Amendment No. 1 to the Initial 13D filed on February 26, 2019, amends and supplements certain of the items of the Initial 13D as set forth herein.

As used in this Amendment, the term “**Reporting Persons**” collectively refers to:

- Gina Huang;
- Jag International, Ltd.;
- Brilliant Start Enterprise, Inc.;
- Jiangang Luo;
- Cleantech Global Ltd.;
- James Tu, Chairman, Chief Executive Officer and President and interim Chief Financial Officer of the Issuer;
- 5 Elements Global Fund L.P.;
- Yeh-Mei Hui Cheng;
- Communal International, Ltd.; and
- 5 Elements Energy Efficiency Limited.

Item 2. Identity and Background.

Item 2 is hereby supplemented by the addition of the following:

James Tu has been appointed as the Issuer's Chairman, Chief Executive Officer and President and serves as interim Chief Financial Officer effective April 2, 2019.

Item 3. Source and Amount of Funds or Other Consideration.

Item 3 is hereby supplemented as follows:

The source and amount of funds used in acquiring the Notes (as defined below) by Fusion Park LLC (of which James Tu is the sole member) and Brilliant Start Enterprises, Inc. were as follows:

Purchaser	Source of Funds	Amount
Fusion Park LLC	Affiliate	\$580,000
Brilliant Start Enterprise, Inc.	Affiliate	\$500,000