

Edgar Filing: ENERGY FOCUS, INC/DE - Form SC 13G

ENERGY FOCUS, INC/DE
Form SC 13G
April 07, 2008

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

(Title of Class of Securities)

29268T102
(CUSIP Number)

March 14, 2008
(Date of Event Which Requires Filing of this Statement)

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

-1-

SCHEDULE 13G

CUSIP No. 29268T102

Page 2 of 10 Pages

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Stiassni Capital Partners, LP

EIN: 55-0900784

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

- (a)
- (b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF 5. SOLE VOTING POWER

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SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER

OWNED BY 770,700

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 8. SHARED DISPOSITIVE POWER

WITH 770,700

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

770,700

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

|_ |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.14%

12. TYPE OF REPORTING PERSON

PN

-2-

SCHEDULE 13G

CUSIP No. 29268T102

Page 3 of 10 Pages

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Stiassni Capital, LLC EIN: 55-0900777

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |_ |
(b) |X |

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

California

NUMBER OF 5. SOLE VOTING POWER

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SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER

770,700, all of which are held by Stiassni Capital Partners, LP (the "Fund"). Stiassni Capital, LLC ("LLC") is the general partner of the Fund.

OWNED BY

EACH 7. SOLE DISPOSITIVE POWER

REPORTING 0

PERSON 8. SHARED DISPOSITIVE POWER

WITH 770,700, all of which are held by the Fund.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

770,700

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.14%

12. TYPE OF REPORTING PERSON

IA

-3-

SCHEDULE 13G

CUSIP No. 29268T102

Page 4 of 10 Pages

1. NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Nicholas C. Stiassni

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

USA

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NUMBER OF 5. SOLE VOTING POWER
SHARES 0

BENEFICIALLY 6. SHARED VOTING POWER

770,700, all of which are held by the Fund. Nicholas
C. Stiassni is Managing Member of LLC, which is the
OWNED BY general partner of the Fund.

EACH 7. SOLE DISPOSITIVE POWER
REPORTING 0

PERSON 8. SHARED DISPOSITIVE POWER

770,700, all of which are held by the Fund. Nicholas
C. Stiassni is Managing Member of LLC, which is the
WITH general partner of the Fund.

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

770,700

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

 |

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.14%

12. TYPE OF REPORTING PERSON

IN

-4-

SCHEDULE 13G

CUSIP No. 29268T102

Page 5 of 10 Pages

Item 1. Issuer.

(a) The name of the issuer is Energy Focus, Inc. (the "Issuer").

(b) The address of the Issuer's principal executive office is 32000 Aurora Road, Solon, Ohio 44139.

Item 2. Reporting Person and Security.

(a) Stiassni Capital Partners, LP (the "Fund") is a private investment limited partnership organized under California law. The general partner of the Fund is Stiassni Capital, LLC ("LLC"), a California limited liability company. Nicholas C. Stiassni is the Managing Member of LLC. The Fund, LLC and Nicholas C. Stiassni are referred to herein as the "Reporting Persons."

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(b) The business address of the Fund, LLC and Nicholas C. Stiassni is 3400 Palos Verdes Drive West, Rancho Palos Verdes, California 90275.

(c) The Fund is a California limited partnership. LLC, its general partner, is a California limited liability company.

(d) The title of the class of securities to which this statement relates is the common stock of the Issuer, par value \$0.0001 per share (the "Common Stock").

(e) The CUSIP number is 29268T102.

Item 3. If This Statement is Filed Pursuant to Rule 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 ss. 240.13d-1(b)(1)(ii)(E).

(f) An employee benefit plan or endowment fund in accordance with ss. 240.13d-1(b)(1)(ii)(F).

(g) A parent holding company or control person in accordance with ss. 240.13d-1(b)(1)(ii)(G).

-5-

SCHEDULE 13G

CUSIP No. 29268T102

Page 6 of 10 Pages

(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 ss. 240.13d-1(b)(1)(ii)(J).

Not Applicable.

Item 4. Ownership.

On March 14, 2008, the Fund purchased directly from the Issuer 165,000 shares of Common Stock and received warrants to purchase up to an additional 165,000 shares of Common Stock. The Fund has also purchased 440,700 shares of Common Stock on the open market.

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The Reporting Persons have never had beneficial ownership of 10% or more of the outstanding shares of Common Stock.

As of March 14, 2008, the Fund owned the following securities of the Issuer: 605,700 shares of Common Stock and warrants to purchase up to 165,000 shares of Common Stock.

LLC owned no securities of the Issuer directly.

Nicholas C. Stiassni owned no securities of the Issuer directly.

The right to vote and the right to dispose of the shares beneficially owned by the Fund are shared among the Fund and both LLC and Nicholas C. Stiassni.

Assuming that the Issuer had 14,830,040 shares of Common Stock outstanding as of March 14, 2008, which is the number represented by Nick Berchtold, Chief Financial Officer of the Issuer, as outstanding as of March 14, 2008, the individual Reporting Persons had beneficial ownership of the following numbers of shares of Common Stock which represented the following percentages of the Common Stock outstanding:

	Shares Owned -----	Percentage -----
The Fund	770,700	5.14%
LLC	770,700	5.14%
Nicholas C. Stiassni	770,700	5.14%

-6-

SCHEDULE 13G

CUSIP No. 29268T102

Page 7 of 10 Pages

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

If this Schedule is being filed to report the fact that as of the date hereof the Reporting Person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following

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.

Item 8. Identification and Classification of Members of the Group.

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Not Applicable.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certifications.

By signing below I certify that, to the best of my 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.

-7-

SCHEDULE 13G

CUSIP No. 29268T102

Page 8 of 10 Pages

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

STIASSNI CAPITAL PARTNERS, LP

By: STIASSNI CAPITAL, LLC,
its general partner

By: /s/ Nicholas C. Stiassni

Dated: April 7, 2008

Nicholas C. Stiassni, Managing Member

STIASSNI CAPITAL, LLC

By: /s/ Nicholas C. Stiassni

Dated: April 7, 2008

Nicholas C. Stiassni, Managing Member

/s/ Nicholas C. Stiassni

Dated: April 7, 2008

Nicholas C. Stiassni

-8-

SCHEDULE 13G

CUSIP No. 29268T102

Page 9 of 10 Pages

Edgar Filing: ENERGY FOCUS, INC/DE - Form SC 13G

EXHIBIT INDEX

Exhibit A Agreement of Joint Filing

-9-

SCHEDULE 13G

CUSIP No. 29268T102

Page 10 of 10 Pages

EXHIBIT A

AGREEMENT OF JOINT FILING

The undersigned hereby agree that they are filing jointly pursuant to Rule 13d-1 of the Securities Exchange Act of 1934 a report on Schedule 13G, containing the information required by Schedule 13G, for shares of the common stock of Energy Focus, Inc. beneficially owned by Stiassni Capital Partners, LP, Stiassni Capital, LLC and Nicholas C. Stiassni and such other holdings as may be reported therein.

STIASSNI CAPITAL PARTNERS, LP

By: STIASSNI CAPITAL, LLC, its general partner

By: /s/ Nicholas C. Stiassni

Nicholas C. Stiassni, Managing Member

STIASSNI CAPITAL, LLC

By: /s/ Nicholas C. Stiassni

Nicholas C. Stiassni, Managing Member

/s/ Nicholas C. Stiassni

Nicholas C. Stiassni

-10-