

ENERGY FOCUS, INC/DE  
Form 8-K  
November 26, 2008

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**FORM 8-K**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

Date of Report (Date of Earliest Event Reported): **November 24, 2008**

**ENERGY FOCUS, INC.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or Other Jurisdiction of  
Incorporation)

**0-24230**  
(Commission File Number)

**94-3021850**  
(I.R.S. Employer  
Identification Number)

**32000 Aurora Road**  
**Solon, Ohio**  
(Address of principal executive offices)

**44139**  
(Zip Code)

**(440) 715-1300**  
(Registrant's telephone number,  
including area code)

**N/A**  
(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligations of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240-13e-4(c))

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 24, 2008, the Compensation Committee of the Company's Board of Directors granted to Joseph G. Kaveski, our Chief Executive Officer, under our 2008 Stock Incentive Plan an incentive stock option to purchase 100,000 shares of Common Stock at an exercise price of \$1.37 per share. The option has a ten-year term, expiring on November 23, 2018. The option becomes exercisable in the amount of 25,000 shares on November 24, 2009, with the remaining 75,000 shares becoming exercisable monthly in equal amounts over the following 36 months.

**SIGNATURE**

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 hereunto duly authorized.

Dated: November 26, 2008

ENERGY FOCUS, INC.

By: /s/ Nicholas G. Berchtold, Jr.

Name: Nicholas G. Berchtold, Jr.

Title: Vice President of Finance and  
Chief Financial Officer