
**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): May 18, 2018

ENERGY FOCUS, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

001-36583
(Commission
File Number)

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

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

44139
(Zip Code)

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

Not Applicable
(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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

On May 18, 2018, Energy Focus, Inc. (the “Company”) appointed Jerry Turin as Chief Financial Officer and Secretary, effective May 29, 2018. Mr. Turin will replace Michael H. Port, who has been serving as the Company’s Chief Financial Officer and Secretary since March 2017 and will leave the Company to pursue other opportunities in August 2018.

Mr. Turin is an experienced Chief Financial Officer with more than 20 years of strategic leadership in corporate finance, business strategy, turnarounds, mergers and acquisitions, capital raising and investor relations within public and privately-held companies. He brings to Energy Focus deep technology, operational and financial experience in semiconductors, optical components and LED solutions. Mr. Turin, age 55, served as Chief Financial Officer of Intematix Inc., a venture-owned supplier of phosphors and lighting solutions for the LED market from October 2014 to March 2017. Prior to that, Mr. Turin served as the Chief Financial Officer of Oclaro Inc., a publicly traded supplier of optical solutions for network equipment customers, from August 2008 to November 2013. Mr. Turin was Oclaro Inc.’s Corporate Controller from July 2005 to July 2008, and also Vice President of Finance from April 2008 to July 2008. Earlier in his career, Mr. Turin was Director of Finance at Silicon Spice and Corporate Controller at Cirrus Logic. Mr. Turin received a Bachelor of Commerce degree from the University of Alberta and began his career with 11 years at Deloitte & Touche, progressing through multiple levels to Senior Manager.

Mr. Turin will receive an initial base salary of \$300,000 and is eligible for a performance-based bonus of 50% of base salary at target level, of which a minimum \$75,000 is guaranteed for 2018 if he remains employed through the payment date with respect to the Company’s 2018 fiscal year bonus plan. In connection with his appointment, he also will be granted Restricted Stock Units (“RSUs”) and Stock Options that vest over three years and have a total grant date value of approximately \$225,000, of which \$112,500 will be in the form of RSUs (with the number of units calculated using the 30-day average closing price of the Company’s stock for the period ending on the last trading day prior to the grant date) and the number of Stock Option will be equal to 1.5 times the number of RSUs. Mr. Turin will also participate in the Company’s Change in Control Plan (the “CIC Plan”), which provides for a severance payment to Mr. Turin upon a qualifying termination occurring within 24 months after a Change in Control (as defined in the CIC Plan and related Participation Agreement) equal to one times his base salary and annual target bonus, a pro-rated portion of any current year bonus, twelve months of continued benefits and full vesting of all outstanding equity awards provided that he remains in compliance with confidentiality, non-competition, non-solicitation and other covenants.

Mr. Port has entered into a Separation and Release Agreement with the Company providing the continued payment of Mr. Port’s salary at the rate in effect as of May 22, 2018 and continued benefits for a period of ten months following his separation date, and twelve months of accelerated vesting of unvested Stock Options and RSUs, as well as additional vesting of a portion of his 2018 RSU grant.

A copy of the press release relating to these announcements is attached hereto as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|--|
| 99.1 | <u>Press release dated May 22, 2018.</u> |

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: May 22, 2018

ENERGY FOCUS, INC.

By: /s/ Theodore L. Tewksbury, III
Name: Theodore L. Tewksbury, III
Title: Chief Executive Officer and President

PRESS RELEASE

Energy Focus Appoints Jerry Turin as New Chief Financial Officer

SOLON, Ohio, May 22, 2018 (GLOBE NEWSWIRE) — Energy Focus, Inc. (NASDAQ:EFOL), a leader in LED lighting technologies, today announced that Jerry Turin will join the company as its Chief Financial Officer and Secretary on May 29, 2018.

Mr. Turin is an experienced Chief Financial Officer with more than 20 years of strategic leadership in corporate finance, business development, turnarounds, mergers and acquisitions, capital raising and investor relations within public and privately-held companies. Most recently, Mr. Turin served as Chief Financial Officer of Intematix, a venture-owned supplier of phosphors and lighting solutions for the LED market. He helped lead the company's turnaround through operational streamlining, manufacturing consolidation, gross margin expansion and an acquisition, culminating in its successful sale to a China-backed LED joint venture in 2017. Prior to that, Mr. Turin was the Chief Financial Officer of Oclaro, a publicly traded supplier of optical solutions for network equipment customers, from 2008 to 2013. In this role, he raised over \$500 million in financing from equity, debt, divestitures and other transactions to fund revenue growth from \$250 million to \$600 million through a sector roll up of public and private optical companies. Before that, Mr. Turin served as Oclaro's Vice President of Finance and was Corporate Controller from 2005 to 2008. Earlier in his career, Mr. Turin was Director of Finance at Silicon Spice and Corporate Controller at Cirrus Logic. Mr. Turin received a Bachelor of Commerce degree from the University of Alberta and began his career with 11 years at Deloitte & Touche, where he was promoted through multiple levels to Senior Manager.

"We are very fortunate to have a seasoned and strategic CFO of Jerry's caliber on the Energy Focus team to help us scale the company to the next level. His deep technology, operational and financial experience in semiconductors, optical components and LED solutions will bring a valuable perspective to our strategic initiatives," said Dr. Ted Tewksbury, the Company's Chairman, CEO and President. "Jerry joins us at an ideal time as we transition from the first phase of our turnaround, which was focused on reducing costs, recruiting a nationwide sales force and building the new product engine to the second phase, focused on revenue growth and scale. Jerry has proven himself to be a visionary leader in formulating and implementing transformational business and financial transactions."

"I'm delighted to be joining the talented team at Energy Focus at this exciting time," said Mr. Turin. "I look forward to building on the significant progress that has already been made and using my extensive financial, business development, investor relations and transactional experience to help scale the company and unlock shareholder value."

Mr. Turin replaces Michael H. Port, who has been serving as the Company's Chief Financial Officer and Secretary since March 2017. Mr. Port joined the Company as Corporate Controller in July 2015 and served three months as interim CFO before stepping into the CFO role. He will be leaving the company after the second quarter reporting to pursue new opportunities.

"On behalf of the Energy Focus Board of Directors, I'd like to thank Michael for his dedication to the Company and his contributions to the first phase of our turnaround", said Dr. Tewksbury.

About Energy Focus, Inc.

Energy Focus is a technology innovation leader in energy-efficient LED lighting solutions. As the creator of the first UL-verified flicker-free LED tubes on the U.S. market, Energy Focus products provide dramatic energy, maintenance and cost savings while providing superior aesthetics, safety, health and sustainability benefits over conventional lighting. Our customers include U.S. and foreign navies, U.S. federal, state and local governments, healthcare and educational institutions, as well as Fortune 500 companies.

Energy Focus is headquartered in Solon, Ohio. To learn more about Energy Focus, please call 1-800-327-7877 or visit www.energyfocus.com.

Contact:

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