

ENERGY FOCUS, INC/DE  
Form SC 13G  
March 22, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**SCHEDULE 13G**

Under the Securities Exchange Act of 1934

(Amendment No.    )\*

**ENERGY FOCUS. INC.**  
(Name of issuer)

**Common Stock**  
(Title of class of securities)

**29268T102**  
(CUSIP number)

**March 2, 2012**  
(Date of event which requires filing of this statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page. The information required in 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).

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(1) Names of reporting persons

COSTAR PARTNERS II, LLC

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

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

Organized under the laws of New Jersey

(5) Sole voting power  
Number of

shares (6) Shared voting power

beneficially

owned by 6,000,000 (a)  
each (7) Sole dispositive power

reporting (8) Shared dispositive power  
person

with: 6,000,000 (a)  
(9) Aggregate amount beneficially owned by each reporting person

6,000,000 (a)  
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

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7.75% (a)

(12) Type of reporting person (see instructions)

00 (b)

(a) Includes Warrants immediately exercisable for 2,000,000 shares of Common Stock.

(b) Limited Liability Company

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(1) Names of reporting persons

WILLIAM COHEN

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

(a)  (b)

(3) SEC use only

(4) Citizenship or place of organization

United States of America

(5) Sole voting power  
Number of

shares (6) Shared voting power

beneficially

owned by 6,000,000 (c)  
each (7) Sole dispositive power

reporting (8) Shared dispositive power  
person

with: 6,000,000 (c)  
(9) Aggregate amount beneficially owned by each reporting person

6,000,000 (c)  
(10) Check if the aggregate amount in Row (9) excludes certain shares (see instructions)

(11) Percent of class represented by amount in Row (9)

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7.75%(c)

(12) Type of reporting person (see instructions)

IN

(c) Includes Warrants immediately exercisable for 2,000,000 shares of Common Stock.

**ITEM 1(a). NAME OF ISSUER:**

ENERGY FOCUS, INC.

**ITEM 1(b). ADDRESS OF ISSUER S PRINCIPAL EXECUTIVE OFFICES:**

32000 Aurora Road, Solon, OH 44139

**ITEM 2(a). NAME OF PERSON FILING:**

1. Costar Partners II, LLC

2. William Cohen

**ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE:**

53 East 34<sup>th</sup> Street, Paterson, NJ 07514

**ITEM 2(C). CITIZENSHIP:**

Costar Partners II, LLC Organized under the laws of New Jersey

William Cohen Citizen of the United States of America

**ITEM 2(d). TITLE OF CLASS OF SECURITIES::**

Common Stock

**ITEM 2(e)** 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)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78c).
- (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 240.13d-1(b)(1)(ii)(E).

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- (f) " An employee benefit plan or endowment fund in accordance with 240.13d-1(b)(1)(ii)(F).
- (g) " A parent holding company or control person in accordance with 240.13d-1(b)(1)(ii)(G).
- (h) " A savings associations 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) " A non-U.S. institution in accordance with 240.13d-1(b)(1)(ii)(J).
- (k) " Group, in accordance with 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with 240.13d1(b)(1)(ii)(J), please specify the type of institution:



**ITEM 4. OWNERSHIP:**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned:  
6,000,000 (d)

(b) Percent of class:  
7.75%(d)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 0

(ii) Shared power to vote or to direct the vote: 6,000,000(d)

(iii) Sole power to dispose or to direct the disposition of: 0

(iv) Shared power to dispose or to direct the disposition of: 6,000,000(d)

**ITEM 5 OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS:**

If this statement 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 .

**ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON:**

Mr. William Cohen has the power to vote and direct the disposition of the shares of common stock of the issuer of which this Schedule 13G relates.

(d) Includes Warrants immediately exercisable for 2,000,000 shares of Common Stock.

**ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY:**

N/A

**ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF A GROUP:**

N/A

**ITEM 9. NOTICE OF DISSOLUTION OF GROUP:**

N/A

**ITEM 10 CERTIFICATION**

The following certification shall be included if the statement is filed pursuant to 24013d-1(c).

Each of the reporting persons hereby makes the following certification:

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, other than activities solely in connection with a nomination under Section 240.14a-11.

**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.

Dated: March 22, 2012

COSTAR PARTNERS II, LLC

By: */s/ William Cohen*  
William Cohen, Manager

WILLIAM COHEN

*/s/ William Cohen*

CUSIP No.: 292681102