

Tu James
 Form 3
 December 10, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Tu James | | (Month/Day/Year) | ENERGY FOCUS, INC/DE [EFOI] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 11/30/2018 | | |
| 1 BRIDGE PLAZA NORTH, | | | (Check all applicable) | |
| #275,Â | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Member of 10% owner group | |
| (Street) | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| FORT LEE,Â NJÂ 07024 | | | <input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | |
| (City) | (State) | (Zip) | | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|
| Common Stock, par value \$0.0001 per share ("Common Stock") | 1,167,390 | I | See footnotes <u>(1)</u> <u>(2)</u> |
| Common Stock | 519,565 | I | See footnote <u>(3)</u> |
| Common Stock | 2,502 | D <u>(4)</u> | Â |
| Common Stock | 437,391 | I | See footnotes <u>(2)</u> <u>(5)</u> |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|---------------------------|
| | Director | 10% Owner | Officer | Other |
| Tu James 1 BRIDGE PLAZA NORTH, #275 FORT LEE, NJ 07024 | ^ | ^ | ^ | Member of 10% owner group |
| Huang Gina 3F-4, NO.9, MIN QUAN EAST ROAD SECTION 3 LANE 140 SONG SHAN DISTRICT TAIPEI CITY, F5 105 | ^ | ^ | ^ | Member of 10% owner group |
| Jag International Co Ltd. 3F-4, NO.9, MIN QUAN EAST ROAD SECTION 3 LANE 140, SONG SHAN DISTRICT TAIPEI CITY, F5 105 | ^ | ^ | ^ | Member of 10% owner group |
| Brilliant Start Enterprise, Inc. 3F-4, NO.9, MIN QUAN EAST ROAD SECTION 3 LANE 140, SONG SHAN DISTRICT TAIPEI CITY, F5 105 | ^ | ^ | ^ | Member of 10% owner group |
| Luo Jiangan 18 MICHELLE WAY PINE BROOK, NJ 07058 | ^ | ^ | ^ | Member of 10% owner group |
| Cleantech Global Ltd ONE OFFSHORE INCORPORATION CENTRE ROAD TOWN, D8 VG1110 | ^ | ^ | ^ | Member of 10% owner group |
| 5 ELEMENTS GLOBAL FUND, LP 1 BRIDGE PLAZA NORTH, #275 FORT LEE, NJ 07024 | ^ | ^ | ^ | Member of 10% owner group |
| Cheng Yeh Mei-Hui SEA MEADOW HOUSE, BLACKBURNE HIGHWAY, P.O. BOX 116 ROAD TOWN, D8 VG1110 | ^ | ^ | ^ | Member of 10% owner group |
| Communal International, Ltd. 1 BRIDGE PLAZA NORTH, #275 FORT LEE, NJ 07024 | ^ | ^ | ^ | Member of 10% owner group |
| | ^ | ^ | ^ | |

5 Elements Energy Efficiency Ltd.
17F, NO.87, SUNG CHIANG ROAD
TAIPEI, F5 104

Member of 10% owner
group

Signatures

| | |
|---|------------|
| JAMES TU, /s/ James Tu, James Tu | 12/07/2018 |
| **Signature of Reporting Person | Date |
| GINA HUANG, /s/ Gina Huang (Mei-Yun Huang), Gina Huang (Mei-Yun Huang) | 12/06/2018 |
| **Signature of Reporting Person | Date |
| JAG INTERNATIONAL, LTD., By: /s/ Gina Huang (Mei-Yun Huang), Gina Huang (Mei-Yun Huang), General Partner | 12/06/2018 |
| **Signature of Reporting Person | Date |
| BRILLIANT START ENTERPRISE, INC., By: /s/ Gina Huang (Mei-Yun Huang), Gina Huang (Mei-Yun Huang), General Partner | 12/06/2018 |
| **Signature of Reporting Person | Date |
| JIANGANG LUO, /s/ Jiangang Luo, Jiangang Luo | 12/06/2018 |
| **Signature of Reporting Person | Date |
| CLEANTECH GLOBAL LTD., By: /s/ Jiangang Luo, Jiangang Luo, Managing Partner | 12/06/2018 |
| **Signature of Reporting Person | Date |
| 5 ELEMENTS GLOBAL FUND L.P., By: /s/ James Tu, James Tu, Managing Partner | 12/07/2018 |
| **Signature of Reporting Person | Date |
| YEH MEI-HUI CHENG, /s/ Yeh Mei-Hui Cheng, Yeh Mei-Hui Cheng | 12/06/2018 |
| **Signature of Reporting Person | Date |
| COMMUNAL INTERNATIONAL, LTD., By: /s/ Yeh Mei-Hui Cheng, Yeh Mei-Hui Cheng, Authorized Representative | 12/06/2018 |
| **Signature of Reporting Person | Date |
| 5 ELEMENTS ENERGY EFFICIENCY LIMITED, By: /s/ Yeh Mei-Hui Cheng, Yeh Mei-Hui Cheng, Authorized Representative | 12/06/2018 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

These securities are indirectly beneficially owned by Gina Huang and are directly held as follows: (a) 600,000 shares of Common Stock by Jag International, Ltd., a British Virgin Islands entity ("Jag"), (b) 417,390 shares of Common Stock by Brilliant Start Enterprise, Inc., a British Virgin Islands entity ("Brilliant Start"), and (c) 150,000 shares of Common Stock by 5 Elements Global Fund L.P., a Delaware limited partnership ("Global Fund"). Ms. Huang is the sole owner of each of Jag and Brilliant Start, and has a pecuniary interest in 50% of the 300,000 shares of Common Stock held by Global Fund.
- (1) Mr. Tu is the Managing Partner of Global Fund and does not beneficially own any securities required to be reported on this Form 3.
- (2) These securities are directly held by Cleantech Global Ltd. a British Virgin Islands entity ("Cleantech"), and indirectly beneficially owned by Jiangang Luo, who is the Managing Partner of Cleantech. Mr. Luo beneficially owns 5% of the shares of Common Stock held by Cleantech.
- (3) These securities are owned solely by Jiangang Luo.
- (4)

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- (5) These securities are indirectly beneficially owned by Yeh Mei-Hui Cheng and are directly held as follows: (a) 150,000 shares of Common Stock by Global Fund and (b) 287,391 by 5 Elements Energy Efficiency Limited, a British Virgin Islands entity ("Energy Efficiency"), which is owned 50% by Ms. Cheng and 50% by Communal International, Ltd. ("Communal"). Each of James Tu and Ms. Cheng is a Co-Founder and 50% owner of Communal. Ms. Cheng is the general partner and controlling partner of Energy Efficiency and has a pecuniary interest in all the shares of Common Stock held by Energy Efficiency. In addition, Ms. Cheng has a pecuniary interest in 50% of the 300,000 shares of Common Stock held by Global Fund.

^

Remarks:

On November 30, 2018, the Reporting Persons filed a Schedule 13D reporting that they may be d

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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