



DIVISION OF
CORPORATION FINANCE

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

November 30, 2012

Via Facsimile

Mr. Gary R. Langford
Chief Financial Officer
Revolution Lighting Technologies Inc.
124 Floyd Smith Drive, Suite 300
Charlotte, North Carolina 28262

**Re: Revolution Lighting Technologies Inc.
Form 10-K for the fiscal year ended December 31, 2011
Filed March 28, 2012
File No. 0-23590**

Dear Mr. Langford:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ John Cash

John Cash
Accounting Branch Chief