

FORM 4

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

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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

| OMB APPROVAL | |
|--|-------------------|
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(Print or Type Responses)

| | | | | | | | |
|--|--------------------------------------|---|--------------------------------|---|---|--|---|
| 1. Name and Address of Reporting Person RVL 1 LLC | | 2. Issuer Name and Ticker or Trading Symbol Revolution Lighting Technologies, Inc. [RVLTT] | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director <input checked="" type="checkbox"/> 10% Owner ____ Officer (give title below) <input type="checkbox"/> Other (specify below) | | | |
| (Last) (First) (Middle) C/O ASTON CAPITAL LLC, 177 BROAD STREET | | 3. Date of Earliest Transaction (Month/Day/Year) 12/20/2012 | | | | | |
| (Street) STAMFORD, CT 06901 | | 4. If Amendment, Date Original Filed (Month/Day/Year) | | 6. Individual or Joint/Group Filing (Check Applicable Line) ____ 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 Acquired, Disposed of, or Beneficially Owned | | | | | |
| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| Common Stock, par value \$0.001 per share | 12/20/2012 | | C | 28,600,923 (1) | A \$ 0.13 46,153,692 (1) | D (3) | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|----------------------------|--|--|--|--|
| | | | | | Code | V | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | | | |
| Series B Convertible Preferred Stock, par value \$0.001 per s | \$ 0.13 | 12/20/2012 | | C | | | | | Common Stock, par value \$0.001 per share | 28,600,923 (1) | \$ 0 | 2 (1) | D (3) | |
| Series C Convertible Preferred Stock, par value \$0.001 per s | \$ 0.6889 | 12/20/2012 | | P | | | | | Common Stock, par value \$0.001 per share | 14,515,894 (2) | \$ 1,000 | 10,000 (2) | D (3) | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| RVL 1 LLC C/O ASTON CAPITAL LLC 177 BROAD STREET STAMFORD, CT 06901 | | X | | |
| Aston Capital LLC 177 BROAD STREET STAMFORD, CT 06901 | | X | | |

Signatures

| | |
|---|---------------------|
| /s/ Robert V. LaPenta, CEO, RVL I LLC, CEO, Aston Capital LLC | 12/21/2012 |
| <small>Signature of Reporting Person</small> | <small>Date</small> |

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(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).
- On December 20, 2012, RVL 1 LLC ("RVL") converted 371,812 shares of Series B Convertible Preferred Stock, par value \$0.001 per share (the "Series B Stock") into 28,600,923 shares of common stock, par value \$0.001 (the "Common Stock"). The Series B Stock is convertible into shares of Common Stock at the option of the holder, RVL, at a conversion price of \$0.13 per share, subject to certain anti-dilution adjustments and has no expiration date.
- As of December 20, 2012, the 10,000 shares of Series C Convertible Preferred Stock, par value \$0.001 per share (the "Series C Stock") are non-convertible. The Series C Stock will become convertible into 14,515,894 shares of Common Stock at the option of the holder RVL, at a conversion price of \$0.6889 per share, subject to certain anti-dilution adjustments after Revolution Lighting Technologies, Inc.
- (1) (the "Company") has complied with the requirements of Rule 14c-2 of the Securities Exchange Act of 1934, as amended with respect to the written consent of the stockholder of the Company, dated as of December 20, 2012, approving the issuance of Common Stock upon conversion of the Series C Stock pursuant to Nasdaq Listing Rule 5635. The Series C Stock has no expiration date.
- As of December 20, 2012, RVL held directly (i) 46,153,692 shares of Common Stock, (ii) 2 shares of Series B Stock and (iii) 10,000 shares of Series C Stock. Aston Capital LLC ("Aston") is the managing member of RVL. As a result of the foregoing, Aston may be deemed to possess the power to vote and to direct the disposition of the securities of the Company beneficially owned by RVL and may be deemed to beneficially own such securities. Each Reporting Person's interest in the securities reported herein is limited to the extent of its pecuniary interest, if any.
- (2) (3)

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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