

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

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**FORM 8-K**

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**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 15, 2013**

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**Revolution Lighting Technologies, Inc.**

(Exact Name of Registrant as Specified in its Charter)

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**Delaware**  
(State or Other Jurisdiction  
of Incorporation)

**0-23590**  
(Commission  
File Number)

**59-3046866**  
(IRS Employer  
Identification No.)

**177 Broad Street, Stamford, Connecticut 06901**  
(Address of Principal Executive Offices) (Zip Code)

**Registrant's telephone number, including area code: (203) 504-1111**

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Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation 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 240.14-12)
- ☐ 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))

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**Item 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year**

On May 17, 2013, Revolution Lighting Technologies, Inc. (“Revolution” or the “Company”) filed with the Secretary of State of the State of Delaware a Certificate of Amendment, in the form of Exhibit 3.1 attached hereto (the “Certificate of Amendment”), amending the fourth paragraph of its Amended and Restated Certificate of Incorporation to increase the authorized shares of common stock from 120,000,000 to 150,000,000. The Certificate of Amendment will be effective as of 12:01a.m. New York City time on May 17, 2013.

**Item 5.07 Submission Of Matters To A Vote of Security Holders.**

(a) The annual meeting of stockholders of the Company was held on May 15, 2013.

(b) At the meeting, Robert V. LaPenta, Charles J. Schafer, James A. DePalma, Robert V. LaPenta, Jr., Robert A. Basil, Jr., William D. Ingram, Stephen G. Virtue and Dennis McCarthy were elected to the Board of Directors for a one-year term expiring at the Company’s annual meeting of stockholders in 2014.

The matters voted upon at the annual meeting and the final voting results with respect to such matters are as follows:

**Election of Directors**

<u>NAME</u>	<u>FOR</u>	<u>WITHHOLD</u>	<u>BROKER NON-VOTES</u>
Robert V. LaPenta	46,268,692	0	0
Charles J. Schafer	46,268,692	0	0
James A. DePalma	46,268,692	0	0
Robert V. LaPenta Jr.	46,268,692	0	0
Robert A. Basil Jr.	46,268,692	0	0
William D. Ingram	46,268,692	0	0
Stephen G. Virtue	46,268,692	0	0
Dennis McCarthy	46,268,692	0	0

## Proposals

<u>PROPOSAL</u>	<u>FOR</u>	<u>AGAINST</u>	<u>ABSTAIN</u>	
Ratification of McGladrey LLP as the Company’s independent registered public accounting firm for 2013	46,268,692	0	0	
Approval of named executive officer compensation	46,268,692	0	0	
Approval of Revolution Lighting Technologies, Inc. 2013 Stock Incentive Plan	46,268,692	0	0	
Approval of amendment to the Company’s Amended and Restated Certificate of Incorporation increasing the number of authorized shares of common stock from 120,000,000 to 150,000,000	46,268,692	0	0	
	<u>TWO YEARS</u>	<u>ONE YEAR</u>	<u>THREE YEARS</u>	<u>ABSTAIN</u>
Frequency of future advisory votes on executive compensation	46,268,692	0	0	0

(d) In light of the votes at the annual meeting for the proposal regarding the frequency of future advisory votes on executive compensation, the Board of Directors has determined that the Company shall hold an advisory stockholder vote on executive compensation every two years.

### Item 9.01 Financial Statements and Exhibits.

#### (d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
3.1	Certificate of Amendment to the Amended and Restated Certificate of Incorporation of Revolution Lighting Technologies, Inc.

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**SIGNATURE**

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.

REVOLUTION LIGHTING TECHNOLOGIES, INC.

Date: May 17, 2013

By: /s/ Charles J. Schafer

Charles J. Schafer  
Chief Financial Officer

CERTIFICATE OF AMENDMENT  
TO  
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION  
OF  
REVOLUTION LIGHTING TECHNOLOGIES, INC.

(Pursuant to Section 242 of the  
General Corporation Law of the State of Delaware)

Revolution Lighting Technologies, Inc. (the "Corporation"), a corporation organized and existing under the laws of the State of Delaware, hereby certifies as follows:

1. The name of the Corporation is Revolution Lighting Technologies, Inc. The Corporation was originally incorporated pursuant to the General Corporation Law on December 16, 1993 under the name Super Vision International, Inc.
2. That the board of directors of the Corporation (the "Board of Directors") duly adopted resolutions proposing to amend the Certificate of Incorporation of the Corporation, declaring said amendment to be advisable and in the best interests of the Corporation and its stockholders, and authorizing the appropriate officers of the Corporation to solicit the consent of the stockholders therefore.
3. That the following amendment was approved by the holders of the requisite number of shares of the Corporation in accordance with Section 211 of the General Corporation Law.
4. That this Amendment to the Amended and Restated Certificate of Incorporation, which further amends the provisions of the Corporation's Amended and Restated Certificate of Incorporation, has been duly adopted in accordance with Sections 242 of the General Corporation Law.

**RESOLVED**, that the Amended and Restated Certificate of Incorporation of the Corporation be amended further to read as follows:

FIRST: The first sentence of the fourth paragraph of the Corporation's Amended and Restated Certificate of Incorporation is hereby amended to read as follows:

"The total number of shares of stock which the Corporation shall be authorized to issue is One Hundred and Fifty Million (150,000,000) shares of Common Stock, each share having \$0.001 par value, and Five Million (5,000,000) shares of Preferred Stock, each share having \$0.001 par value."

5. The effective date of this Amendment will be Friday, May 17, 2013 at 12:01 A.M.

*[Signature Page Follows]*

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**IN WITNESS WHEREOF**, Revolution Lighting Technologies, Inc. has caused this Certificate of Amendment to be signed by its President and Chief Financial Officer this 17th day of May, 2013.

**REVOLUTION LIGHTING TECHNOLOGIES,  
INC.**

By: /s/ Charles J. Schafer

Name: Charles J. Schafer

Title: President and Chief Financial Officer