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

FORM 8-K

CURRENT REPORT
Pursuant to Section 13 or 15(d)
of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): September 26, 2013

REVOLUTION LIGHTING TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

0-23590
(Commission
file number)

59-3046866
(I.R.S. 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

Not Applicable
(Former name or former address, if changed since last report.)

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:

- ☐ 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 240.14a-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 7.01. REGULATION FD DISCLOSURE.

On September 26, 2013, Charles J. Schafer, President and Chief Financial Officer of Revolution Lighting Technologies, Inc. (the “Company”), will be presenting at Craig-Hallum’s 4th Alpha Select Conference. A copy of the written materials to be used in connection with the presentation is attached hereto as Exhibit 99.1.

The information in this Current Report on Form 8-K, including the information contained in Exhibit 99.1, is being furnished to the Securities and Exchange Commission, and shall not be deemed to be “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section, and shall not be deemed to be incorporated by reference into any filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except as shall be expressly set forth by a specific reference in such filing.

Item 9.01. FINANCIAL STATEMENTS AND EXHIBITS.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Description</u>
99.1	Materials for presentation on September 26, 2013.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Company has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: September 26, 2013

**REVOLUTION LIGHTING TECHNOLOGIES,
INC.**

By: /s/ Charles J. Schafer

Charles J. Schafer
President and Chief Financial Officer

EXHIBIT INDEX

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Craig-Hallum Alpha Select Conference

September 26, 2013



Forward-Looking Information

All statements, other than statements of historical fact, contained in this presentation are forward-looking statements that involve a number of risks and uncertainties, including any information as to the future financial or operating performance of the Company. Such forward-looking statements are within the meaning of that term in Section 27A of the Securities Act of 1933 and Section 21E of the Securities Exchange Act of 1934. Reference is made to the Company's filings under the Securities Exchange Act for additional factors that could cause actual results to differ materially, including the Risk Factors described in Item 1A of our Form 10-K for the fiscal year ended December 31, 2012. The Company undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events, or otherwise.

Readers are cautioned that any such forward-looking statements are not guarantees of future performance and involve risks and uncertainties, and that actual results may differ materially from those indicated in the forward-looking statements as a result of various factors. Readers are cautioned not to place undue reliance on these forward-looking statements.

Strategic Vision

Investment Highlights and Differentiators

LED Market Opportunity and Drivers

Our Brand and Products

Growth Strategy

Financials

Summary

Strategic Vision

- Leader in LED Lighting Solutions:
 - Innovative
 - Energy Efficient
 - Cost Effective
- Growth Plan
 - Midsize/Large Commercial and Industrial Installations
 - Higher Margin Opportunities
 - Focus on Verticals with Higher Adoptions and Growth
- Technology Investments
 - State of the Art Products
 - Enhance Quality and Performance
- Highest Standards of Customer Service

Investment Highlights and Differentiators

- Pure play LED platform with a leading end-to end offering
 - Multi-Brand
 - Product Breadth
 - Global
- High growth company with strong financial profile
 - Organic growth of > 50%
 - 35% Plus gross margins
 - EBITDA margins 15% plus
- Top flight management team
 - Winning track record
- Strong financial partners
 - Aston Capital/Light Cap Fund

Investment Highlights and Differentiators

- Unique marketing network to address a \$1.5 billion pipeline
 - Exclusive Distributors/Dealers
 - Industry focused Marketing Experts
 - Sales reps/Agencies
 - ESCOS
- Blue chip relationships and installed base poised for long term growth



Near Term Opportunity Pipeline

Over \$150 Million in addressable opportunities over the next 3 to 12 Months

Market Vertical	3-12 Month Targets	Illustrative Clients
Municipalities and Government (State and Local)	Municipalities: \$15M Government: \$12M	Municipality A: \$5M Municipality B: \$3M Government A: \$5M Government B: \$3M
Universities & Public Schools	Universities: \$25M Public Schools: \$20M	School A: \$9M School B: \$6M School C: \$5M Others: \$20M (\$1M-\$3M Each)
Gaming / Hotels / Shopping / Others	Gaming Industry: \$30M Hotels / Other: \$6M	Gaming A: \$15M Gaming B: \$5M Others: \$16M (\$1M Each)
Real Estate Managers and Developers	\$25M Target	Customer A: \$15M Customer B: \$5M Others: \$16M (\$1M-\$2M Each)
Healthcare & Others	Healthcare: \$6M Maritime: \$3M	Maritime A: \$2M Healthcare A: \$2M Others: \$5M

LED Market Opportunity

- LED lights represent 18% of the \$66 billion global lighting market
- LED share expected to account for 70% of \$100 billion market by 2020

Key LED Adoption Drivers

- Significant energy efficiency and cost savings
 - 80% more efficient than traditional lighting
- Government legislation mandating transition
 - Energy Independence and Security Act of 2007 enacted to facilitate the transition to LEDs



Our Brands and Products



Indoor Product Portfolio

Key Differentiator: Technology/Price Performance/Product Performance



Focus on Indoors (Tubes, High Bays, PARs, Sport Lights, Household Bulbs)



Case Study:



Before



After

Case Study:



Before



After

Media and Signage

Key Differentiator: Technology/Product Performance



Media and Signage

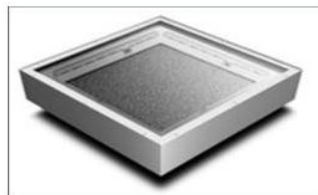


Outdoor Solutions

Key Differentiator: Technology/Product Performance



Garages, Floodlighting, Canopy, Street Lights, Wall Packs



Case Study:



Before



After

Case Study:



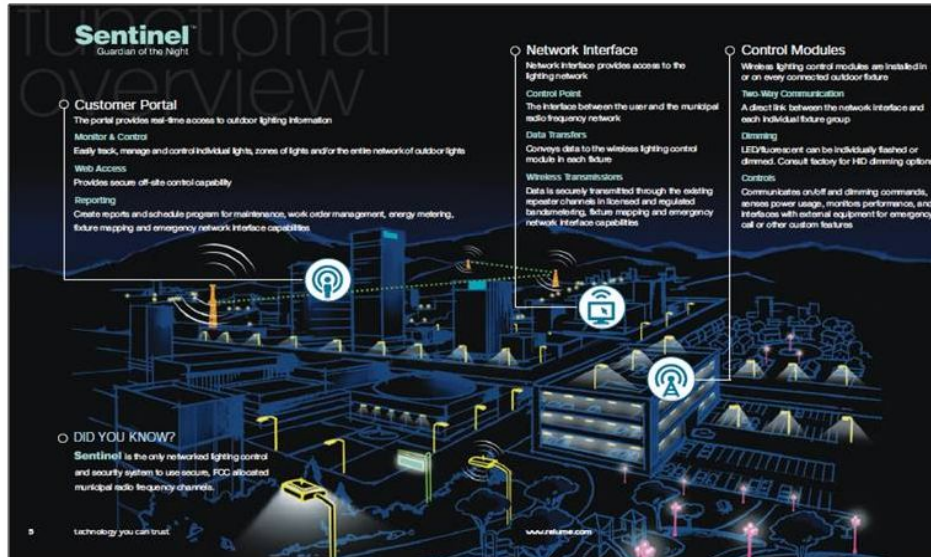
Before



After

Control System Solutions

Key Differentiator: Technology/Price Performance



Competitive Positioning in LED Markets

Overall Offering Comparison: ● Very Strong ● Strong ● Moderate ● Weak ○ Very Weak

Product Sector Comparison						
Product Category	Seesmart ¹	Philips ²	RAB ³	Cree ⁴	GE ⁵	Acuity Brands ⁶
Decorative Candelabras & Globes	●	○	○	○	●	●
Exterior Lights (i.e. Canopy & Area Lights)	●	●	●	●	●	●
Streetlights	●	●	●	●	●	●
Wall Washers	●	●	●	●	●	●
High Bays	●	●	●	○	●	●
Low Bays (i.e. Garage Lights)	●	○	●	●	●	●
High-Power Lamps	●	●	○	○	○	○
Household Lamps	●	●	○	●	●	●
Interior Luminaires	●	●	●	●	○	●
Spotlights	●	●	○	●	●	●
PARs	●	●	○	●	●	●
Down Lights	●	●	●	●	○	●
Tube Lights	●	●	○	●	○	○
Signage Lighting	●	●	○	○	●	○
Retrofit Module Kit	●	○	○	●	○	●
Semi-Custom & Custom Product	●	○	○	○	○	○
Control Systems	●	●	●	●	●	●
Billboard Lighting	●	○	○	○	○	●

Source: Company
Management Assessment

Growth Strategy

Focused and Disciplined Strategic Growth Plan



CURRENT CUSTOMERS	EXPAND DISTRIBUTION	CORPORATE ACCOUNTS	ACQUISITIONS
<ul style="list-style-type: none"> • Opportunity to increase revenue per customer • Revenue drivers per vertical market 	<ul style="list-style-type: none"> • Direct, distribution partners and industry agencies • Pull through model with distribution supporting lighting agents 	<ul style="list-style-type: none"> • Dedicated team with prior industry experience • Significant pipeline of prospects 	<ul style="list-style-type: none"> • Fragmented market with opportunities • Related, products and add-on services • Synergies in purchasing, routing and expenses

Acquisition Strategy

Typical acquisition target

- \$5M to \$50M in revenue
- Unique product; intellectual property or manufacturing advantages
- Leverage Dealer/Distributor Network

Related Business

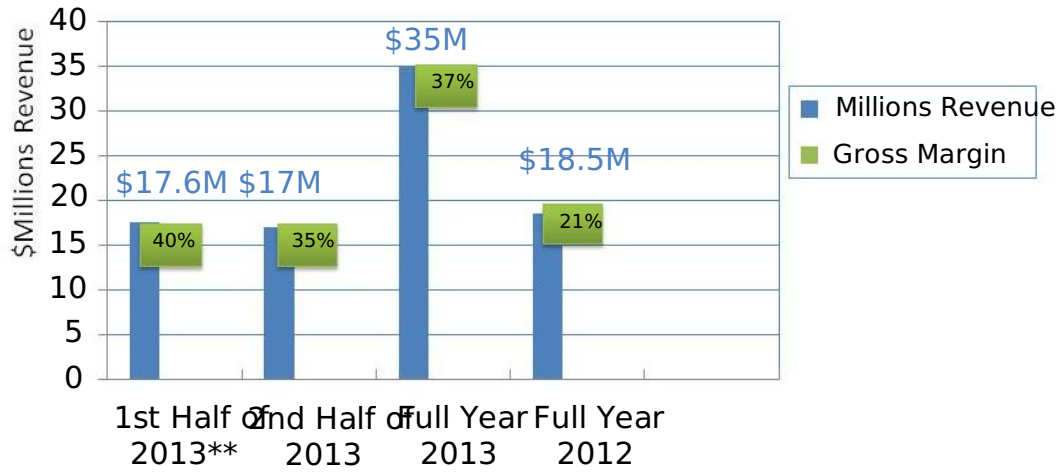
- Products that provide cost advantages or fill voids
- Control systems
- Signage products
- Architectural products

Financial Discussion

Strong Financial Profile

2013 Bridge (Pro Forma*)

YOY Organic Growth: > 100%

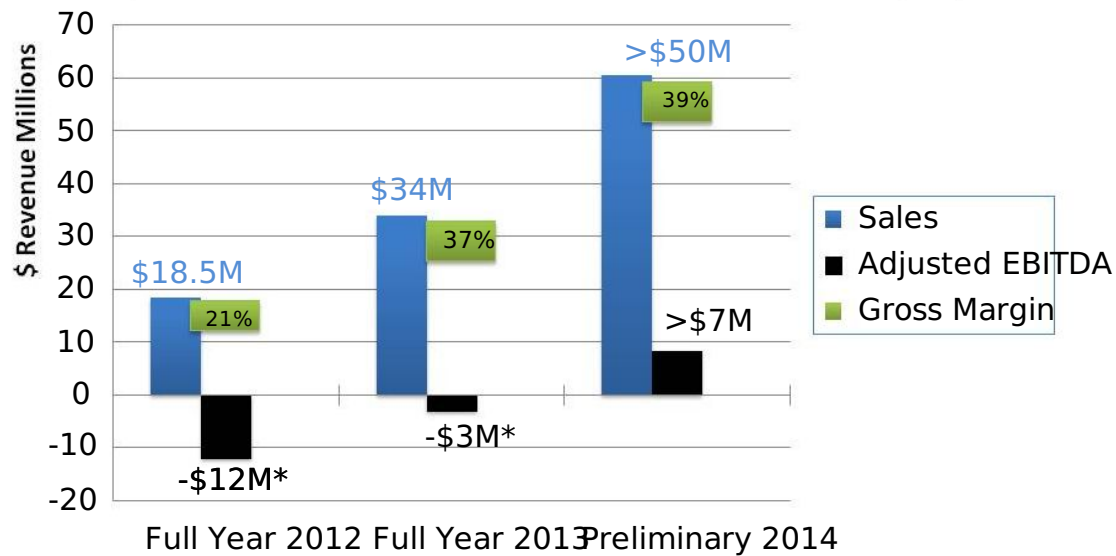


*Gives effect to the acquisitions of Seesmart and Relume as if such acquisition had occurred in January 1, 2012
**1st half 2013 contains a single \$9M order

Strong Financial Profile

3 Year View

FY 2012-14 CAGR : 65%



**See adjusted EBITDA reconciliation*

Target Model

	<u>FY 2013 Estimated</u>	<u>Preliminary FY 2014 2016 Target Model</u>
Organic Growth %	100%	>50%
Gross Margin %	37%	35%+
Operating Expenses %	47%	20%
Adjusted EBITDA Margins %	N/A	15%+

Summary

Differentiated Business Model

- Unique platform with end-to-end solutions
- Powerful sales and distribution engine
- Built strong foundation to capture near term meaningful market shares

Strong Foundations

- Significant organic growth targeted > 50
- Above industry gross margins (35% +)
- Focused and Disciplined acquisition strategy

Proven Management Team

- Track record of delivering growth and return to shareholders

Large Addressable Market

- Actionable \$1.5 billion pipeline with over \$150 million in near term opportunities



Adjusted EBITDA

We used Adjusted EBITDA as a non-GAAP measure of financial performance. Adjusted EBITDA is calculated by adding back to net income or loss interest and financing related transactions, acquisition related transactions, income taxes, depreciation and amortization, asset impairments, stock based compensation charges, and severance and transition costs. Adjusted EBITDA is provided to investors to supplement the results of operations reported in accordance with GAAP. Management believes that Adjusted EBITDA is useful to help investors analyze the operating trends in the business and to assess the relative underlying performance of businesses with different capital and tax structures. Management believes that Adjusted EBITDA provides an additional tool for investors to use in comparing our financial results with other companies that use Adjusted EBITDA in their communications with investors. By impairments as well as as non operating charges for income taxes, interest and financing charges, acquisition related and severance and transition costs charges investors can evaluate our operations and compare our results with the results of other companies on a more consistent basis. Management also uses Adjusted EBITDA to evaluate potential acquisitions, establish internal budget and goals and evaluate the performance of business units and management.

We consider Adjusted EBITDA to be an important indicator of our operational strength and performance and a useful measure of historical and prospective trends. However there are significant limitations of the use of Adjusted EBITDA since it excludes interest income and expenses, financing related and acquisition related transactions and severance and transition costs, income taxes, all of which impact profitability, as well as depreciation and amortization related to the use of long lived assets that benefits future periods. We believe that limitations are compensated by providing Adjusted EBITDA only with GAAP performance measures and clearly identifying the differences between the two measures. Consequently, Adjusted EBITDA should not be considered in isolation or as a substitute for net income or loss or operating income or loss presented in accordance with GAAP. Moreover, Adjusted EBITDA as defined by the Company may not be comparable to similarly titled measure provided by other entities.

A reconciliation of our proforma GAAP net loss to our proforma non-GAAP Adjusted EBITDA for the year ended December 31, 2012 and six months ended June 30, 2013, respectively follows. It is not practicable to prepare a reconciliation for the prospective periods ending December 31, 2012 and 2013.

(in millions)

	Year Ended December 31, 2012	For the 6 Months ended June 30, 2013
Net Loss	\$ (20.0)	\$ (12.8)
Change in Fair value of embedded derivative	—	7.0
Gain on bargain purchase of business	—	(0.7)
Severance, transition and related costs	2.4	2.7
Depreciation and amortization and stock compensation costs	3.0	3.1
Interest	0.2	
Gain on restructuring of debt	(1.0)	
Impairment charge	3.4	
Adjusted EBITDA	\$ (12.0)	\$ (0.7)