
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): November 24, 2014

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 8.01 Other Events.

On November 24, 2014, Revolution Lighting Technologies, Inc. (the “Company”) issued a press release announcing a proposed underwritten public offering of its common stock (the “Public Offering”). A copy of the press release is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

In connection with the consummation of the proposed Public Offering, RVL 1 LLC (“RVL”), the beneficial owner of a majority of the issued and outstanding common stock of the Company and of all of the issued and outstanding series of preferred stock of the Company, has agreed to enter into an exchange agreement pursuant to which it will convert all such preferred stock into an aggregate of 36,300,171 shares of common stock (the “Preferred Share Exchange”), conditioned on the consummation of the Public Offering. As a result, each series of preferred stock will be eliminated, and no shares of preferred stock will remain issued or outstanding. RVL, together with its affiliate Aston Capital, LLC (“Aston Capital”), will beneficially own an aggregate of 83,253,863 shares (approximately 68%) of the common stock, of the Company before giving effect to the Public Offering.

The amount of common stock to be issued to RVL in the Preferred Share Exchange was approved by an independent audit committee of the Company’s board of directors following its review of a third party valuation analysis. It is anticipated that the Exchange Agreement will be entered into by RVL and the Company at the same time as the entry into the underwriting agreement relating to the Public Offering.

The consummation of the Preferred Share Exchange is conditioned on the approval by NASDAQ of the listing of the shares of common stock to be issued in the Preferred Share Exchange and on the Company’s compliance, if necessary, with NASDAQ Listing Rule 5635 and Rule 14c-2 under the Exchange Act. RVL has agreed to deliver a written consent, if necessary, approving issuance of common stock in the Preferred Stock Exchange. However, there can be no assurances that such consent would be sufficient under applicable NASDAQ rules, or that NASDAQ would otherwise approve the listing of such shares. Until such approvals are obtained, or in the event that any such approvals are not obtained, all outstanding shares of preferred stock will remain outstanding in accordance with their existing terms.

Forward-Looking Statements

Certain of the foregoing statements are forward-looking statements that involve a number of risks and uncertainties, including statements relating to expectations regarding the completion of the Public Offering and the Preferred Share Exchange. 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 the Form 10-K for the fiscal year ended December 31, 2013. 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.

Item 9.01 Financial Statements and Exhibits**(d) Exhibits****Exhibit**

<u>No.</u>	<u>Description</u>
99.1	Press Release, dated November 24, 2014, of Revolution Lighting Technologies, Inc.

SIGNATURES

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.

Date: November 24, 2014

REVOLUTION LIGHTING TECHNOLOGIES, INC.

By: /s/ Charles J. Schafer

Charles J. Schafer

President and Chief Financial Officer

EXHIBIT INDEX

**Exhibit
No.**

Description

99.1	Press Release, dated November 24, 2014, of Revolution Lighting Technologies, Inc.
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Revolution Lighting Technologies Announces Proposed Offering of Common Stock

Stamford, CT, November 24, 2014 – Revolution Lighting Technologies, Inc. (NASDAQ: RVLTL) (“Revolution Lighting”), a global provider of advanced LED lighting solutions, today announced that it is offering shares of its common stock in an underwritten public offering. The proposed offering is subject to market and other conditions, and there can be no assurance as to whether or when the offering may be completed, or as to the actual size or terms of the offering.

Revolution Lighting intends to use the net proceeds from the proposed offering for general corporate purposes, including working capital and the financing of possible acquisitions.

Roth Capital Partners is acting as sole book-running manager for the proposed offering, and Craig-Hallum Capital Group is acting as co-manager.

The shares described above are being offered pursuant to a registration statement previously filed with and subsequently declared effective by the Securities and Exchange Commission (the “SEC”). A preliminary prospectus supplement relating to the offering will be filed with the SEC and will be available on the SEC’s website at <http://www.sec.gov/>. The final terms of the offering will be disclosed in a final prospectus supplement filed with the SEC.

This press release shall not constitute an offer to sell or the solicitation of an offer to buy any of the securities described herein, nor shall there be any sale of these securities in any state or jurisdiction in which such offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such state or jurisdiction.

Copies of the preliminary prospectus supplement and accompanying base prospectus relating to this offering may be obtained by sending a request to Roth Capital Partners, LLC, 888 San Clemente Drive, Newport Beach, California 92660, (800) 678-9147.

About Revolution Lighting Technologies Inc.

Revolution Lighting Technologies, Inc. designs, manufactures, markets and sells light emitting diode (LED) lighting solutions focusing on the industrial, commercial and government markets in the United States, Canada, and internationally. Revolution Lighting Technologies trades on the NASDAQ under the ticker RVLTL. For additional information, please visit: <http://www.rvlti.com/>.

Cautionary Statement for Forward-Looking Statements

Certain of the above statements contained in this press release are forward-looking statements that involve a number of risks and uncertainties, including statements relating to expectations regarding the completion of the public offering. 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 Revolution Lighting’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, 2013. Revolution Lighting Technologies, Inc. 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.





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