
**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): July 9, 2015

REVOLUTION LIGHTING TECHNOLOGIES, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-23590
(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 2.02. Results of Operations and Financial Condition.

On July 9, 2015, Revolution Lighting Technologies, Inc. (the “Company”) issued a press release announcing preliminary results of operations for the quarter ended June 30, 2015. A copy of the press release is attached hereto as Exhibit 99.1 and incorporated herein by reference.

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On July 9, 2015, the Company announced that Charles J. Schafer was retiring as the Company’s President and Chief Financial Officer, effective as of July 10, 2015. Mr. Schafer will continue as a member of the Company’s Board of Directors (the “Board”) for the remainder of his term, which expires at the 2016 Annual Meeting of Stockholders.

Also on July 9, 2015, the Company announced that Robert V. LaPenta, the Company’s Chairman of the Board and Chief Executive Officer, would assume the position of President of the Company, and James A. DePalma, a member of the Board, will become Chief Financial Officer of the Company. Both appointments are effective upon Mr. Schafer’s retirement on July 10, 2015.

Mr. LaPenta, age 69, has served as a member of the Board and as Chairman since September 2012 and as the Company’s Chief Executive Officer since January 2013. Mr. LaPenta is also a founder of Aston Capital, LLC (“Aston”), a private investment company specializing in investments in secure military communication companies and companies with green technologies. Mr. LaPenta also served as a member of the Board of Directors of Leap Wireless from March 2005 until its acquisition by AT&T Corporation in March 2014. From August 2006 to August 2011, Mr. LaPenta served as Chairman, President and Chief Executive Officer of L-1 Identity Solutions, Inc. (“L-1”), a provider of technology solutions for protecting and securing personal identities and assets. From April 1997 to April 2005, Mr. LaPenta served as President and Chief Financial Officer and as a director of L-3 Communications Holdings, Inc. (“L-3”), a company he cofounded in April 1997. Mr. LaPenta received a B.B.A. in accounting from Iona College in New York, and in 2000 he also received an honorary degree from Iona. Mr. LaPenta is the father of Robert V. LaPenta, Jr., who is also a member of the Board.

Mr. DePalma, age 64, has served as a member of the Board since September 2012. Mr. DePalma has been the Vice Chairman and Senior Managing Partner of Aston since August 2011. Prior to joining Aston, Mr. DePalma was the Executive Vice President, Chief Financial Officer and Treasurer of L-1. Prior to L-1, Mr. DePalma was a founding partner of L-1 Investment Partners. Prior to the formation of L-1 Investment Partners, Mr. DePalma served as a consultant to L-3 and was Chief Executive Officer of Core Software Technology, a leading software provider to the intelligence community and an equity investment of L-3. Mr. DePalma has also held high level executive positions with Westinghouse Electric Corporation, CBS Corporation and Viacom International, including Corporate Vice President of Finance at Westinghouse Electric where he managed mergers and acquisitions and implemented the restructuring, reorganizing and integration of a variety of businesses (\$30 billion in acquisitions/divestitures). Prior to joining CBS, Mr. DePalma was a Senior Partner at PricewaterhouseCoopers specializing in defense and communications and mergers and acquisitions. Mr. DePalma served as the Chairman of the Board of Broadband Enterprises and also served on a number of boards, including ImageSat International and CBS MarketWatch.

RVL 1 LLC (“RVL”), an affiliate of Aston, owns approximately 60% of the Company’s Common Stock. Mr. LaPenta is a member and Chief Executive Officer of both Aston and RVL, and Mr. DePalma is an officer of RVL and Vice Chairman and Senior Managing Partner of Aston. Since the beginning of the Company’s 2014 fiscal year, the Company has entered into several transactions with RVL and Aston. The transactions involving RVL and Aston have been previously reported under the heading “Transactions with Related Persons” in the Company’s Definitive Information Statement on Schedule 14C for the Company’s 2015 Annual Meeting of Stockholders, which was filed with the Securities and Exchange Commission on April 21, 2015, and such information is incorporated by reference herein.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated July 9, 2015, of Revolution Lighting Technologies, Inc.

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.

Date: July 13, 2015

**REVOLUTION LIGHTING TECHNOLOGIES,
INC.**

By: /s/ James A. DePalma
James A. DePalma
Chief Financial Officer

EXHIBIT INDEX

<u>Exhibit No.</u>	<u>Description</u>
99.1	Press Release, dated July 9, 2015, of Revolution Lighting Technologies, Inc.

Charlie Schafer to Retire as RVLT President and CFO

- Schafer will continue to serve on RVLT board
- Robert V. LaPenta to add role of President and James DePalma to add role of CFO
- RVLT provides updated guidance for 2015

Stamford, Conn—Revolution Lighting Technologies, Inc. (RVLT), a leading provider of advanced lighting solutions, today announced the retirement of Charles Schafer, its President and Chief Financial Officer for the company, effective July 10, 2015. In this regard, Chairman and CEO Robert V. LaPenta will assume the role of President in addition to his current responsibilities and James DePalma will become the Chief Financial Officer.

Mr. Schafer assumed the position as President and Chief Financial Officer in January 2013 and decided that he wanted to retire to spend more time with his family after a career that has spanned over 45 years, including L-3 Communications and Loral Corporation. He will continue as a board member for the remainder of his term.

“I am grateful to have had the opportunity to work with Charlie for so many years and congratulate him on the growth he helped us achieve at RVLT,” said Robert V. LaPenta, Chairman and Chief Executive Officer, RVLT.

James DePalma is currently on the RVLT Board and is Vice Chairman and Senior Managing Partner of Aston Capital. Mr. DePalma has an extensive merger and acquisition, operational and financial background which includes executive level roles at L-1 Identity Solutions, Viacom, CBS, Westinghouse Electric and PricewaterhouseCoopers. Mr. DePalma has been an active member of the board and has made great strides over the past year focused on shaping our business and financial operations to better align our overall organization with our expected significant level of growth.

“I am pleased and appreciative to have Jim take on this important role given his vast experience which he acquired over three decades,” noted LaPenta. “I expect that Jim will work closely with me and the board as we bring RVLT to the next level of achievement in a very dynamic and fast growing enterprise,” concluded LaPenta.

Updated Guidance

RVLT revenue results for the second quarter of 2015 are expected to be in the \$27 million range representing organic growth of over 31% with positive Adjusted EBITDA. The company reiterates that it expects 2015 revenue of \$125 million, excluding potential acquisitions, with gross profit margin of 35% and Adjusted EBITDA in the 10-12% range with proforma organic growth of over 35%.

“We continue to see a robust market for our products and lighting solutions and as a result our pipeline of opportunities continues to grow,” said Robert LaPenta, Chairman and Chief Executive Officer.

RVLT will provide a more in depth review of the second quarter in late July or early August when it reports its full results for the quarter.

About Revolution Lighting Technologies Inc.

Revolution Lighting Technologies, Inc. (NASDAQ:RVLT) is a leading LED lighting solutions company. We design, manufacture, market and sell energy-efficient LED and conventional lighting solutions with a strong presence in the industrial, commercial and government markets in the United States, Canada, and around the world. Revolution Lighting has created an innovative, multi-brand, lighting company that offers a comprehensive product platform of high-quality interior and exterior LED lamps and fixtures with a focus on the developing market for LED lighting solutions.

Revolution Lighting markets and distributes its products through a network of independent sales representatives and distributors, as well as through energy savings companies, national accounts and its wholly owned subsidiary, Value Lighting, a leading supplier of lighting solutions to the multifamily residential housing sector and new construction marketplace across the U.S. Other brands within our RVLT family include Lumificient, which supplies LED illumination for the signage industry; and Sentinel, a revolutionary patented and licensed monitoring and smart grid control system for outdoor lighting applications. Revolution Lighting was recognized as a 2014 Deloitte technology fast 500 company. For additional information visit: www.rvlti.com.

Cautionary Statement for Forward-Looking Statements

Statements in this press release relating to projected financial results for the second quarter of 2015 and the full 2015 year are forward-looking statements that involve a number of risks and uncertainties. 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 our history of losses, risks relating to our acquisition strategy, the potential for future dilution to our existing common stockholders, our status as a controlled company, the risk that demand for our LED products fails to emerge as anticipated, the availability of financing for our customers, competition from larger companies, and risks relating to third-party suppliers and manufacturers, as well as the other Risk Factors described in Item 1A of our Form 10-K for the fiscal year ended December 31, 2014. 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.