U.S. SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

FORM 10-Q

☒ **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended March 31, 2017

☐ **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________

Commission File No. 000-23590

REVOLUTION LIGHTING TECHNOLOGIES, INC.
(Exact Name of Registrant as Specified in Its Charter)

DELAWARE	**59-3046866**
(State or other Jurisdiction of Incorporation or Organization)	**(I.R.S. Employer Identification No.)**

177 BROAD STREET, 12th FLOOR, STAMFORD, CT 06901
(Address of Principal Executive Offices) (Zip Code)

(203) 504-1111
(Registrant's Telephone Number, Including Area Code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☒ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☒ No ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer	☐	Accelerated filer	☒
Non-accelerated filer	☐ (Do not check if a smaller reporting company)	Smaller reporting company	☐
		Emerging growth company	☐

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ☐ No ☒

As of April 28, 2017, the Registrant had 20,980,477 shares of Common Stock, $.001 par value, outstanding.

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PART I – FINANCIAL INFORMATION

Item 1. Financial Statements

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Revolution Lighting Technologies, Inc.
Condensed Consolidated Balance Sheets (Unaudited)
(In thousands, except per share data)

	March 31, 2017	December 31, 2016
ASSETS		
Current Assets		
Cash and cash equivalents	$ 1,169	$ 883
Trade receivable, net of allowance for doubtful accounts	46,156	53,347
Unbilled contracts receivable	8,326	10,167
Inventories, net	30,279	26,678
Other current assets	8,947	8,363
Total current assets	94,877	99,438
Property and equipment, net	1,528	1,474
Goodwill	72,074	72,074
Intangible assets, net	42,406	43,809
Other assets, net	1,318	704
Total assets	$212,203	$ 217,499
LIABILITIES AND STOCKHOLDERS' EQUITY		
Current Liabilities		
Accounts payable	$ 27,273	$ 32,409
Accrued and other liabilities	11,836	10,541
Notes payable	2,360	2,360
Related party notes payable	1,500	1,500
Purchase price obligations	2,074	1,327
Total current liabilities	45,043	48,137
Revolving credit facility	40,812	25,993
Notes payable	2,006	12,066
Related party notes payable	2,565	2,565
Purchase price obligations	—	1,716
Other noncurrent liabilities	314	1,309
Total liabilities	90,740	91,786
Contingencies and Commitments		
Stockholders' Equity		
Common stock, par value $0.001 — 35,000 shares authorized and 20,943 shares issued and outstanding at March 31, 2017 and 35,000 shares authorized and 20,893 shares issued and outstanding at December 31, 2016	21	21
Additional paid-in-capital	201,592	200,887
Accumulated deficit	(80,150)	(75,195)
Total stockholders' equity	121,463	125,713
Total liabilities and stockholders' equity	$212,203	$ 217,499

See accompanying notes to unaudited condensed consolidated financial statements.

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Revolution Lighting Technologies, Inc.
Condensed Consolidated Statements of Operations (Unaudited)
(In thousands, except per share data)

	Three Months Ended March 31, 2017	Three Months Ended March 31, 2016
Revenue	$ 30,570	$ 27,589
Cost of sales	20,496	18,539
Gross profit	10,074	9,050
Operating expenses:		
Selling, general and administrative expenses:		
Acquisition, severance and transition costs	658	1,141
Amortization and depreciation	1,939	1,310
Stock-based compensation	1,118	430
Other selling, general and administrative	10,090	7,591
Research and development	422	631
Total operating expenses	14,227	11,103
Operating loss	(4,153)	(2,053)
Interest expense and other charges	(802)	(563)
Net loss	$ (4,955)	$ (2,616)
Loss per share, basic and diluted	$ (0.24)	$ (0.16)
Weighted average shares outstanding, basic and diluted	20,599	16,147

See accompanying notes to unaudited condensed consolidated financial statements.

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Revolution Lighting Technologies, Inc.
Condensed Consolidated Statements of Stockholders' Equity (Unaudited)
(In thousands)

	Common Stock	Additional Paid-in-Capital	Accumulated Deficit	Total Stockholders' Equity
Balance, January 1, 2016	$ 16	$ 176,760	$ (74,673)	$ 102,103
Stock-based compensation	1	1,310	—	1,311
Issuance of common stock for cash, net of issuance costs	3	16,189	—	16,192
Shares issued for contingent consideration and acquisition	1	6,628	—	6,629
Net loss	—	—	(522)	(522)
Balance, January 1, 2017	21	200,887	(75,195)	125,713
Stock-based compensation	—	521	—	521
Shares issued for contingent consideration	—	184	—	184
Net loss	—	—	(4,955)	(4,955)
Balance, March 31, 2017	$ 21	$ 201,592	$ (80,150)	$ 121,463

See accompanying notes to unaudited condensed consolidated financial statements.

Revolution Lighting Technologies, Inc.
Condensed Consolidated Statements of Cash Flows (Unaudited)
(In thousands)

	Three Months Ended March 31, 2017	Three Months Ended March 31, 2016
Cash Flows from Operating Activities:		
Net loss	$ (4,955)	$ (2,616)
Adjustments to reconcile net loss to net cash (used in) provided by operating activities:		
Depreciation	126	100
Amortization of intangible and other assets	1,813	1,210
Stock-based compensation	1,118	430
Change in fair value of contingent consideration	(785)	377
Other noncash items affecting net income	21	—
Changes in operating assets and liabilities, net of the effect of the acquisition:		
(Increase) decrease in trade receivables, net	7,161	5,119
(Increase) decrease in unbilled contracts receivable	1,841	1,064
(Increase) decrease in inventories, net	(3,571)	(3,734)
(Increase) decrease in prepaid and other assets	(1,549)	(222)
Increase (decrease) in accounts payable and accrued liabilities	(5,432)	(1,635)
Net cash (used in) provided by operating activities	(4,212)	93
Cash Flows from Investing Activities:		
Purchase of property and equipment	(231)	(46)
Net cash used in investing activities	(231)	(46)
Cash Flows from Financing Activities:		
Net proceeds from revolving credit facility	14,819	1,144
Repayments of notes payable and short-term borrowings	(10,090)	(60)
Fees pertaining to issuance of common stock	—	(60)
Net cash provided by financing activities	4,729	1,024
Net increase in cash and cash equivalents	286	1,071
Cash and cash equivalents, beginning of period	883	219
Cash and cash equivalents, end of period	$ 1,169	$ 1,290

See accompanying notes to unaudited condensed consolidated financial statements.

Revolution Lighting Technologies, Inc.
Notes to Condensed Consolidated Financial Statements
(Unaudited)
(In millions, except share and per share data, or unless otherwise noted)

1. The Company

Revolution Lighting Technologies, Inc., together with its wholly-owned subsidiaries ("Revolution", "we", "us" or "our"), is a leader in the designing, manufacturing, marketing, and selling of light-emitting diode ("LED") lighting solutions focusing on the industrial, commercial and government markets in the United States, Canada, and internationally. Through advanced LED technologies, we have created an innovative lighting company that offers a comprehensive advanced product platform of high-quality interior and exterior LED lamps and fixtures, including signage and control systems. We are uniquely positioned to act as an expert partner, offering full-service lighting solutions through our operating divisions, including Energy Source, Value Lighting, Tri-State LED, E-Lighting, All-Around Lighting and TNT Energy, to transform lighting into a source of superior energy savings, quality light and well-being.

We generate revenue by selling lighting products for use in the commercial, industrial and government markets, which include vertical markets such as military, municipal, commercial office, industrial, warehouse, education, hospitality, retail, healthcare, multi-family and signage-media-accent markets. We market and distribute our products globally through networks of distributors, independent sales agencies and representatives, electrical supply companies, as well as internal marketing and sales forces.

Our operations consist of one reportable segment for financial reporting purposes: Lighting Products and Solutions (principally LED fixtures and lamps).

Basis of presentation

The accompanying condensed consolidated financial statements are unaudited, and have been prepared pursuant to the rules and regulations of the United States Securities and Exchange Commission regarding interim financial reporting. Accordingly, they do not include all the information and footnotes required by accounting principles generally accepted in the United States of America ("U.S. GAAP") for complete financial statements, and should be read in conjunction with the audited consolidated financial statements and notes thereto included in our Annual Report on Form 10-K for the year ended December 31, 2016. The Condensed Consolidated Balance Sheet as of December 31, 2016 was derived from our audited consolidated financial statements, but does not include all disclosures required by U.S. GAAP.

In the opinion of management, these accompanying unaudited condensed consolidated financial statements reflect all adjustments (consisting only of normal recurring adjustments) necessary to fairly state our financial position, results of operations, and cash flows as of and for the dates and periods presented. The unaudited condensed consolidated financial statements include the accounts of Revolution Lighting Technologies, Inc. and its wholly owned subsidiaries. Significant intercompany accounts and transactions have been eliminated in consolidation.

The preparation of financial statements in conformity with U.S. GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. The most significant estimates relate to valuation of receivables and inventories, purchase price allocation of acquired businesses, impairment of long-lived assets and goodwill, income taxes and contingencies. Actual results could differ from those estimates.

The results of operations for the three months ended March 31, 2017 are not necessarily indicative of the results that may be expected for the full year ending on December 31, 2017, or for any other future period.

Sales Tax Revenue

We record sales tax revenue on a gross basis (included in both "Revenues" and "Cost of sales" in the unaudited Condensed Consolidated Statements of Operations). For the three months ended March 31, 2017 and 2016, revenues from sales taxes were $0.7 million and $0.9 million, respectively.

Liquidity and Capital Resources

On January 26, 2017, we amended the Revolving Credit Facility which enabled us to borrow up to $50.0 million on a revolving basis, based upon specified percentages of eligible receivables and inventory, which matures on January 26, 2020. See Note 7.

Our liquidity as of March 31, 2017 and December 31, 2016 was $6.3 million and $1.9 million, respectively, which consisted of cash and cash equivalents of $1.2 million and $0.9 million, respectively, and additional borrowing capacity under the Revolving Credit Facility of $5.1 million and $1.0 million, respectively.

Historically, our significant shareholder, RVL 1 LLC (“RVL”), and its affiliates have been a significant source of financing, and they continue to support our operations.

At March 31, 2017 and December 31, 2016, we had working capital of $49.8 million and $51.3 million, respectively. We believe we have adequate resources to meet our cash requirements for the foreseeable future.

Recent accounting pronouncements

In July 2015, the Financial Accounting Standards Board (“FASB”) issued Accounting Standards Update (“ASU”) 2015-11, “*Simplifying the Measurement of Inventory*”, which require an entity to measure inventory at the lower of cost and net realizable value. The standard is effective for fiscal years beginning after December 15, 2016. The adoption of this standard did not have a material effect on our financial statements.

In February 2016, the FASB issued ASU 2016-02, “*Leases*,” which requires lessees to recognize a right-of-use asset and a lease liability for virtually all of their leases. The standard is effective for fiscal years and interim periods within those fiscal years beginning after December 15, 2018. We have not determined the effect that this accounting pronouncement will have on our financial statements.

In May 2014, the FASB issued ASU 2014-09, “*Revenue from Contracts with Customers*”, with amendments issued during 2016. This standard is intended to improve the operability and understandability of the implementation guidance on principal versus agent considerations. The provisions of the ASU’s are effective with either a full retrospective approach or a modified retrospective approach for periods beginning after December 15, 2017. For revenue recognized from our product sales upon shipment or delivery to customers, we do not believe that the adoption of this standard will have an impact on our unaudited condensed consolidated financial statements. For revenue recognized using the percentage-of-completion method of accounting, we believe that the adoption of this standard will have an impact on our unaudited condensed consolidated financial statements; however we believe the impact will not be material. We are currently updating our processes and controls necessary for implementing this standard, including the increased disclosure requirements, and expect to adopt the new guidance beginning in 2018 using the modified retrospective approach.

In March 2016, the FASB issued ASU 2016-09, “*Compensation – Stock Compensation*,” which is intended to simplify the accounting for share-based payment awards, including accounting for the income tax consequences, the classification of awards as either equity or liabilities and the classification on the statement of cash flows. The standard is effective for fiscal years beginning after December 15, 2016. The adoption of this standard did not have a material effect on our financial statements.

In August 2016, the FASB issued ASU 2016-15, “*Statement of Cash Flows: Classification of Certain Cash Receipts and Cash Payments,”* which provides guidance on eight specific cash flow issues. The provisions of this standard are effective for periods beginning after December 15, 2017. The adoption of this standard is not expected to have a material effect on our financial statements.

In January 2017, the FASB issued ASU 2017-01, “*Business Combinations: Clarifying the Definition of a Business*,” which assists entities with evaluating whether transactions should be accounted for as acquisitions of assets or businesses. The provisions of this standard are effective for periods beginning after December 15, 2017. The adoption of this standard is not expected to have a material impact on our financial statements.

In January 2017, the FASB issued ASU 2017-04, “*Simplifying the Test for Goodwill Impairment*,” which simplifies the subsequent measure of goodwill by eliminating the second step from the goodwill impairment test. The provisions of this standard are effective for periods beginning after December 15, 2019. The adoption of this standard is not expected to have a material impact on our financial statements.

2. Accounts Receivable, Net of Allowance for Doubtful Accounts

Accounts receivable, net of allowance for doubtful accounts, consisted of the following:

	March 31, 2017	December 31, 2016
Trade receivables	$ 46.8	$ 54.7
Allowance for doubtful accounts	(0.6)	(1.4)
Accounts receivable, net of allowance for doubtful accounts	$ 46.2	$ 53.3

Write-offs and other adjustments, which are recorded in “Other selling, general and administrative” in the unaudited Condensed Consolidated Statements of Operations, were less than $0.1 million and $0.2 million for the three months ended March 31, 2017 and 2016, respectively.

3. Inventories, Net

Inventories, which are primarily purchased from third parties, consisted of the following:

	March 31, 2017	December 31, 2016
Raw materials	$ 2.4	$ 2.4
Finished goods, net	29.7	26.1
Total	32.1	28.5
Less: Provision for obsolescence	(1.8)	(1.8)
Inventories, net	$ 30.3	$ 26.7

4. Property and Equipment

Property and equipment, net of accumulated depreciation, consisted of the following:

	March 31, 2017	December 31, 2016
Total property and equipment	$ 3.3	$ 3.2
Less accumulated depreciation	(1.8)	(1.7)
Property and equipment, net	$ 1.5	$ 1.5

Depreciation expense related to property and equipment, which was recorded in “Amortization and depreciation” in the unaudited Condensed Consolidated Statements of Operations, was $0.1 million for each of the three months ended March 31, 2017 and 2016.

5. Intangible Assets

Intangible assets consisted of the following:

	March 31, 2017			December 31, 2016		
	Gross Cost	Accumulated Amortization	Net Carrying Amount	Gross Cost	Accumulated Amortization	Net Carrying Amount
Customer relationships and product supply agreements	$35.0	$ (8.8)	$ 26.2	$35.0	$ (7.9)	$ 27.1
Trademarks/Trade Names	17.6	(3.7)	13.9	17.6	(3.4)	14.2
Technology	2.0	(0.6)	1.4	2.0	(0.6)	1.4
Non-compete agreement	1.4	(0.8)	0.6	1.4	(0.7)	0.7
Customer contracts and backlog	3.3	(3.2)	0.1	3.3	(3.1)	0.2
Other	0.6	(0.4)	0.2	0.6	(0.4)	0.2
Intangible assets, net	$59.9	$ (17.5)	$ 42.4	$59.9	$ (16.1)	$ 43.8

Amortization expense related to intangible assets, which was recorded in “Amortization and depreciation” on the unaudited Condensed Consolidated Statements of Operations, was $1.4 million and $1.1 million for the three months ended March 31, 2017 and 2016, respectively.

6. Accrued and Other Current Liabilities

Accrued and other current liabilities consisted of the following:

	March 31, 2017	December 31, 2016
Compensation, benefits and commissions	$ 4.9	$ 4.4
Accruals and other liabilities	6.9	6.1
Accrued and other current liabilities	$ 11.8	$ 10.5

7. Financings

Revolving Credit Facility

On January 26, 2017, we amended the loan and security agreement with Bank of America to borrow up to $50.0 million on a revolving basis, based upon specified percentages of eligible receivables and inventory, which matures on January 26, 2020 (the “Revolving Credit Facility”). Under the Revolving Credit Facility, the maximum applicable margin for LIBOR rate loans is 2.75%, and the maximum applicable margin for base rate loans is 1.75%. As of March 31, 2017, our Chairman, Chief Executive Officer and President had guaranteed $7.0 million of the borrowings under the Revolving Credit Facility. On April 12, 2017, our Chairman, Chief Executive Officer and President guaranteed an additional $3.0 million of the borrowings under the Revolving Credit Facility. See Note 13. At March 31, 2017 and December 31, 2016, the balance outstanding on the Revolving Credit Facility was $40.8 million and $26.0 million, respectively. We recorded interest expense of $0.4 million and $0.2 million for the three months ended March 31, 2017 and 2016, respectively.

Notes Payable

Notes payable consisted of the following:

	March 31, 2017	December 31, 2016
Value Lighting acquisition note	$ 2.4	$ 2.4
TNT acquisition notes	2.0	2.0
Energy Source acquisition notes	—	10.0
Total notes payable	$ 4.4	$ 14.4
Less: Notes payable – current	(2.4)	(2.4)
Notes payable – noncurrent	$ 2.0	$ 12.0

Value Lighting Acquisition Note

In conjunction with the acquisition of Value Lighting, we refinanced $3.7 million of Value Lighting’s trade accounts payable by issuing a note payable to the creditor. The note is payable in monthly installments through October 2019 and a lump sum payment of $1.4 million due on November 22, 2018, which may be settled, at our option, in either cash or an equivalent amount of common shares based upon their then-current market value.

TNT Acquisition Notes

In connection with the acquisition of TNT in May 2016, we issued $2.0 million in promissory notes bearing interest at 5% per annum, of which $1.0 million was due on April 21, 2017 and $1.0 million was due on November 6, 2017. In February 2017, the maturity date was extended to November 6, 2017 for all of the TNT promissory notes. Our Chairman, Chief Executive Officer, and President has provided irrevocable letters of credit to support the TNT acquisition notes. See Note 13. We recorded accrued interest of less than $0.1 million at both March 31, 2017 and December 31, 2016. We recorded interest expense of less than $0.1 million for the three months ended March 31, 2017.

Energy Source Acquisition Notes

In connection with the acquisition of Energy Source in August 2015, we issued $10.0 million in promissory notes bearing interest at 5% per annum due July 20, 2016, which were supported by an irrevocable letter of credit from RVL. In July 2016, the maturity date was extended to January 20, 2017, with an interest rate of 7%. On January 26, 2017, we repaid the Energy Source acquisition notes, including interest of $0.4 million, using proceeds from the amended Revolving Credit Facility, and the related guarantee provided by RVL was terminated. We recorded interest expense of less than $0.1 million and $0.1 million for the three months ended March 31, 2017 and 2016, respectively.

Debt Maturities

At March 31, 2017, the scheduled maturities of our borrowings were as follows:

	Total Notes Payable
2017	$ 2.3
2018	1.8
2019	0.3
Total borrowings	$ 4.4

8. Purchase Price Obligations

Changes in the fair value of purchase price obligations were as follows:

Fair value, January 1 (1)	$ 3.0
Fair value of acquisition liabilities paid (2)	(0.2)
Change in fair value (3)	(0.7)
Fair value, March 31 (4)	**$ 2.1**

(1) Includes $0.9 million to be paid in cash, $0.6 million to be settled in common stock and $1.5 million that may be settled, at our option, in either cash or an equivalent amount of common stock based upon their then-current market value, if certain performance criteria had been met.
(2) Such acquisition liabilities were settled in common stock.
(3) Change in fair value includes a reduction due to a change in assumptions utilized in the calculation of purchase price obligations and not meeting applicable thresholds.
(4) Includes $0.7 million to be paid in cash, $0.5 million to be settled in common stock and $0.9 million that may be settled, at our option, in either cash or an equivalent amount of common stock based upon their then-current market value, if certain performance criteria had been met.

The following table presents quantitative information about Level 3 fair value measurements as of March 31, 2017:

	Fair Value	Valuation Technique	Unobservable Inputs
Earnout liabilities	$ 1.6	Income approach	Discount rate – 19.5%
Stock distribution price floor	0.5	Monte Carlo simulation	Volatility – 60% Risk free rate – 1.2% Dividend yield – 0%
Fair value	$ 2.1		

9. Stockholders' Equity

Common Stock

The changes in issued and outstanding common stock during the three months ended March 31, 2017 were as follows:

	Shares
Balance at January 1, 2017	20,893,262
Shares issued for stock-based compensation	6,323
Shares issued for contingent consideration	42,940
Balance at March 31, 2017	20,942,525

At March 31, 2017, 8,670,386 shares, or 41% of our outstanding shares, were owned by RVL and its affiliates.

Preferred Stock

We are authorized to issue up to 5,000,000 shares of preferred stock. There were no shares of preferred stock outstanding at March 31, 2017.

10. Income Taxes

We file income tax returns in the United States federal jurisdiction, as well as in various state jurisdictions. We did not record any current or deferred U.S. federal income tax provision or benefit during the three months ended March 31, 2017 and 2016 because we have experienced operating losses since inception. We have recognized a full valuation allowance related to our net deferred tax assets, including substantial net operating loss carryforwards. As of March 31, 2017, we had approximately $61.0 million of net operating loss carryforwards and amortizable expenses related to acquisitions that can be used to offset our income for federal and state tax purposes.

11. Loss per Share

The computation of basic and diluted net loss per share for the periods indicated is as follows:

	Three Months Ended March 31,	
	2017	**2016**
Numerator:		
Net loss	$ (5.0)	$ (2.6)
Denominator:		
Weighted-average common shares (in thousands) – diluted	20,599	16,147
Basic and diluted net loss per share	$ (0.24)	$ (0.16)

Included in the computation of basic net loss per share for the three months ended March 31, 2017 and 2016 were 40,002 and 279,634 potentially dilutive shares, respectively.

Additionally, at March 31, 2017 and 2016, we were contingently obligated to pay $0.5 million and $6.4 million, which may be settled, at our option, in either cash or an equivalent amount of common shares based upon their then-current market value, if certain performance criteria had been met. The equivalent amount of common shares have been excluded from the computation of diluted net loss per share for the three months ended March 31, 2017 and 2016, as they were antidilutive.

At March 31, 2017 and 2016, 27,828 and 30,983 outstanding options, respectively, with an average exercise price of $44.76 and $43.90, respectively, were not recognized in the diluted earnings per share calculation as they were antidilutive.

12. Stock-Based Compensation

The 2003 Plan

The following table presents a summary of activity for the three months ended March 31, 2017:

	Number of Options	Weighted Average Exercise Price	Weighted Average Contractual Life
Outstanding, January 1, 2017	27,828	$ 44.76	3.01
Outstanding and expected to vest, March 31, 2017	27,828	$ 44.76	2.76
Exercisable, March 31, 2017	27,162	$ 45.12	2.66

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During the three months ended March 31, 2017, no options were issued. We issue new shares upon the exercise of options. Options outstanding at March 31, 2017 had no intrinsic value. At March 31, 2017, unrecognized compensation expense related to options, adjusted for estimated forfeitures was less than $0.1 million, which is expected to be recognized over a weighted-average period of one year.

The 2013 Plan

Under our 2013 Stock Incentive Plan, as amended (the “2013 Plan”), an aggregate of 1,100,000 shares of our common stock may be issued to officers, employees, non-employee directors and consultants of Revolution and its affiliates. On May 2, 2017, our stockholders will vote on a fourth amendment to the 2013 Plan to increase the number of shares that may be issued under the Plan to 1,600,000.

Restricted Shares

The following table presents a summary of activity for the three months ended March 31, 2017:

	Number of Shares	Weighted Average Grant Date Fair Value
Outstanding, January 1, 2017	360,305	$ 7.32
Forfeited	(267)	30.00
Outstanding and expected to vest, March 31, 2017	360,038	$ 7.30

At March 31, 2017, there was $1.8 million of unrecognized compensation expense related to nonvested restricted shares, which is expected to be recognized over a weighted-average period of 2.8 years. The total fair value of restricted shares that vested during the three months ended March 31, 2016 was $0.2 million.

Restricted Share Units

During the three months ended March 31, 2017, we granted restricted share units to employees which vest ratably over a three-year period. These awards are classified as equity awards, and are accounted for using the fair value established at the grant date.

The following table presents a summary of activity for the three years ended March 31, 2017:

	Number of Units	Weighted Average Grant Date Fair Value
Outstanding, January 1, 2017	132,517	$ 6.84
Granted	33,000	6.47
Vested	(6,590)	6.88
Outstanding and expected to vest, March 31, 2017	158,927	$ 6.76

At March 31, 2017, there was $1.0 million of unrecognized compensation expense related to nonvested restricted share units, which is expected to be recognized over a weighted-average period of 2.0 years. The total fair value of restricted shares that vested during the three months ended March 31, 2017 and 2016 was less than $0.1 million for each of the periods.

13. Related Party Transactions

Chairman, Chief Executive Officer and President

As of March 31, 2017, our Chairman, Chief Executive Officer, and President had guaranteed $7.0 million of borrowings under our Revolving Credit Facility, which has increasing our borrowing base by that amount. On April 12, 2017, our Chairman, Chief Executive Officer and President guaranteed an additional $3.0 million of the borrowings under the Revolving Credit Facility. See Note 7.

In May 2016, our Chairman, Chief Executive Officer, and President provided irrevocable letters of credit to support $1.0 million of the TNT acquisition. In February 2017, our Chairman, Chief Executive Officer, and President provided irrevocable letters of credit to support the additional $1.0 million of the TNT acquisition notes. See Note 7.

Aston Capital

On April 1, 2016, we entered into a $2.6 million amended and restated promissory note with Aston, which bears interest at 9% annually and matures on April 1, 2019, which can be prepaid at our option. At both March 31, 2017 and December 31, 2016, we had accrued interest of $0.2 million. For each of the three months ended March 31, 2017 and 2016, we recorded interest expense of less than $0.1 million related to financing agreements with Aston.

On January 5, 2017, we ratified a management services agreement with Aston (the “Management Agreement”) to memorialize certain management services that Aston has been providing to us since RVL acquired majority control of our voting securities in September 2012. Pursuant to the Management Agreement, Aston provides consulting services in connection with financing matters, budgeting, strategic planning and business development, including, without limitation, assisting us in (i) analyzing the operations and historical performance of target companies; (ii) analyzing and evaluating the transactions with such target companies; (iii) conducting financial, business and operational due diligence, and (iv) evaluating related structuring and other matters. In addition, two of the Aston members hold executive positions in Revolution, and receive no compensation. On May 12, 2016, we granted 250,000 shares of restricted stock to Aston, which vest in three annual installments on May 12, 2017, 2018, and 2019. The Audit Committee of the Board will consider from time to time (at a minimum at such times when the Compensation Committee of the Board evaluates director compensation) whether additional compensation to Aston is appropriate given the nature of the services provided.

In March 2017, Aston provided a $1.5 million advance that bears interest annually at 9%, which is included in “Related party notes payable” on the unaudited Condensed Consolidated Balance Sheets at March 31, 2017. On November 30, 2016, Aston provided a $1.5 million advance that bore interest annually at 9%, which is included in “Related party notes payable” on the unaudited Condensed Consolidated Balance Sheets at December 31, 2016, and was repaid on January 26, 2017 using proceeds from the amended Revolving Credit Facility.

Our corporate headquarters utilizes space in Stamford, Connecticut, which is also occupied by affiliates of our Chairman and Chief Executive Officer. During each of the three months ended March 31, 2017 and 2016, we paid Aston $0.1 million, representing our proportionate share of the space under the underlying lease.

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Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

The following discussion should be read in conjunction with the Revolution Lighting Technologies unaudited condensed consolidated financial statements and the related notes included elsewhere in this Quarterly Report on Form 10-Q, as well as Management's Discussion and Analysis of Financial Condition and Results of Operations included in our Annual Report on Form 10-K for the year ended December 31, 2016. This discussion and other sections in this Quarterly Report on Form 10-Q contain forward-looking statements, within the meaning of the Private Securities Litigation Reform Act of 1995, that involve risks and uncertainties, and actual results could differ materially from those discussed in the forward-looking statements as a result of numerous factors. Forward-looking statements provide current expectations of future events based on certain assumptions and include any statement that does not directly relate to any historical or current fact. Forward-looking statements also can be identified by words such as "future," "anticipates," "believes," "estimates," "expects," "intends," "plans," "predicts," "will," "would," "could," "can," "may," and similar terms. The forward-looking statements are subject to risks, uncertainties and assumptions, which are presented in detail in our Form 10-K.

This Management's Discussion and Analysis of Financial Condition and Results of Operations contains certain financial measures, which are not presented in accordance with accounting principles generally accepted in the United States ("U.S. GAAP"). We are presenting these non-U.S. GAAP financial measures because we believe they provide us, and readers of this Form 10-Q, with additional insight into our operational performance relative to earlier periods and relative to our competitors. We do not intend for these non-U.S GAAP financial measures to be a substitute for any U.S. GAAP financial information. Readers of these statements should use these non-U.S. GAAP financial measures only in conjunction with the comparable U.S. GAAP financial measures.

Executive Overview

We are a leader in the designing, manufacturing, marketing, and selling of LED lighting solutions focusing on the industrial, commercial and government markets in the United States, Canada, and internationally. Through advanced LED technologies, we have created an innovative lighting company that offers a comprehensive advanced product platform of high-quality interior and exterior LED lamps and fixtures, including signage and control systems. We are uniquely positioned to act as an expert partner, offering full-service lighting solutions through our operating divisions, including Energy Source, Value Lighting, Tri-State LED, E-Lighting, All-Around Lighting and TNT Energy, to transform lighting into a source of superior energy savings, quality light and well-being.

We generate revenue by selling lighting products for use in the commercial, industrial and government markets, which include vertical markets such as military, municipal, commercial office, industrial, warehouse, education, hospitality, retail, healthcare, multi-family and signage-media-accent markets. We market and distribute our products globally through networks of distributors, independent sales agencies and representatives, electrical supply companies, as well as internal marketing and sales forces.

Our operations consist of one reportable segment for financial reporting purposes: Lighting Products and Solutions (principally LED fixtures and lamps).

Recent Developments

Amended Revolving Credit Facility – On January 26, 2017, we amended the Revolving Credit Facility which enabled us to borrow up to $50.0 million on a revolving basis, based upon specified percentages of eligible receivables and inventory, which matures on January 26, 2020 (the "amended Revolving Credit Facility"). See Note 7 of Notes to unaudited Condensed Consolidated Financial Statements.

Certification by the U.S. Navy – In April 2017, the U.S. Navy certified our two foot T8 LED tube for the military standard, which is ready for use in the U.S. Navy fleet. Additionally, we received an official part number that can be used throughout the fleet to order our advanced high efficiency LED tube. U.S. Navy ships will now be able to purchase our certified LED tube through the standard U.S. Navy supply chain.

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Results of Operations

Three Months Ended March 31, 2017 Compared to the Three Months Ended March 31, 2016

	Three Months Ended March 31,	
	2017	**2016**
	(In millions)	
Revenue	$ 30.6	$ 27.6
Cost of sales	20.5	18.5
Gross profit	10.1	9.1
Gross profit as a percentage of revenue	33%	33%
Operating expenses:		
Selling, general and administrative expenses:		
Acquisition, severance and transition costs	0.7	1.1
Amortization and depreciation	2.0	1.3
Stock-based compensation	1.1	0.4
Other selling, general and administrative	10.1	7.7
Research and development	0.4	0.6
Total operating expenses	14.3	11.1
Operating loss	(4.2)	(2.0)
Interest expense and other bank charges	(0.8)	(0.6)
Net loss	$ (5.0)	$ (2.6)

Revenue for the three months ended March 31, 2017 increased $3.0 million, or 11%, as compared to the three months ended March 31, 2016. The increase reflects strong volume growth in product sales, as demand for LED lighting continued to rise, as well as the acquisition of TNT, which was acquired in May 2016. These increases were partially offset by lower prices in certain retrofit and related-LED products. Despite overall lower unit sale prices, we maintained our gross profit margin of 33% for each of the three months ended March 31, 2017 and 2016.

Operating expenses during the three months ended March 31, 2017 increased $3.2 million, or 28%, as compared to the three months ended March 31, 2016. The increase was primarily due to the following:

- A decrease of $0.4 million in acquisition, severance and transition costs primarily due to costs incurred during 2016 related to the TNT acquisition, as well as adjustments during 2017 to our purchase price obligations related to our acquired businesses due to changes in assumptions utilized in the calculation, partially offset by increased costs during 2017 as compared to 2016 related to the streamlining of our operations and costs associated with eliminating redundancies at our divisions.
- The $0.7 million increase in amortization and depreciation was primarily due to the acquisition of TNT during the second quarter of 2016 and other items related to distribution.
- Other selling, general and administrative expenses increased by $2.4 million, which includes the acquisition of TNT which took place subsequent to the first quarter of 2016 and therefore not reflected therein, as well as our ongoing investment in the expansion of sales and marketing resources focusing on agents, energy service companies (“ESCOs”), dealers and distributors, as well as our investment in resources to advance our U.S. government and U.S. military specific product lines.

Interest and other expenses for the three months ended March 31, 2017 increased $0.2 million from the three months ended March 31, 2016, primarily as a result of higher balances outstanding under our Bank of America Revolving Credit Facility, partially offset by the payoff of the $10.0 million Energy Source note on January 26, 2017.

Non-GAAP Financial Measure

Management uses non-GAAP net income (loss), non-GAAP net income (loss) per share and adjusted EBITDA as non-U.S. GAAP measures of financial performance. We consider these non-GAAP measures to be important indicators of our operational strength and performance, and a useful measure of historical and prospective trends. However, there are significant limitations of the use of these non-GAAP measures since they exclude acquisition related charges and stock-based compensation, both of which affect profitability. We believe that these limitations are compensated by providing these non-GAAP measures along with U.S. GAAP performance measures and clearly identifying the differences between the two measures. Consequently, non-GAAP net income (loss), non-GAAP net income (loss) per share and adjusted EBITDA should not be considered in isolation or as a substitute for net income (loss), operating income (loss) or net income (loss) per share presented in accordance with U.S. GAAP. Moreover, non-GAAP net income (loss), non-GAAP net income (loss) per share and adjusted EBITDA, as defined by Revolution, may not be comparable to similarly titled measures provided by other entities.

These non-GAAP measures are provided to investors to supplement the results of operations reported in accordance with U.S. GAAP. Management believes that these non-GAAP measures are useful to help investors analyze the operating trends in the business and to assess the relative underlying performance of the business. Management believes that these non-GAAP measures provide an additional tool for investors to use in comparing our financial results with other companies that use non-GAAP net income (loss), non-GAAP net income (loss) per share and adjusted EBITDA in their communications with investors. Management also uses non-GAAP net income (loss), non-GAAP net income (loss) per share and adjusted EBITDA to evaluate potential acquisitions, establish internal budgets and goals, and evaluate the performance of business units and management.

Non-GAAP Net Income (Loss) and Non-GAAP Net Income (Loss) Per Share

The following table reconciles net loss to non-GAAP net loss for the periods presented:

	Three Months Ended March 31,	
	2017	2016
	(In Millions)	
Net loss	$ (5.0)	$ (2.6)
Acquisition, severance and transition costs	0.7	1.1
Stock-based compensation	1.1	0.4
Non-GAAP net loss	$ (3.2)	$ (1.1)

The following table reconciles diluted net loss per share to non-GAAP net loss per share for the periods presented:

	Three Months Ended March 31,	
	2017	2016
	(In Millions)	
Diluted net loss per share	$ (0.24)	$ (0.16)
Acquisition, severance and transition costs, per diluted share	0.03	0.07
Stock-based compensation, per diluted share	0.06	0.03
Non-GAAP net loss per share	$ (0.15)	$ (0.06)
Weighted average shares outstanding, diluted (In thousands)	20,599	16,147

By excluding acquisition related costs and stock-based compensation, investors can evaluate our operations and compare our results with the results of other companies on a more consistent basis.

Acquisition, severance and transition costs include earn out liability adjustments related to our acquired businesses, acquisition costs, legal and professional services fees, costs related to the streamlining of our operations and costs associated with eliminating redundancies at our divisions. Acquisition, severance and transition costs are excluded from non-GAAP net income (loss) and non-GAAP net income (loss) per share as they represent costs incurred in association with particular acquisitions. As such, once the acquisitions are complete, expenses associated with those particular acquisitions will no longer be incurred, and therefore, are not indicative of our operating performance. While we evaluate our performance excluding acquisition, severance and transition costs, investors should not presume these excluded items to be one-time costs. If we were to enter into additional acquisitions, similar costs could reoccur.

Stock-based compensation expense is excluded from non-GAAP net income (loss) and non-GAAP net income (loss) per share as it is a non-cash expense, and is not indicative of our operating performance.

Non-GAAP Adjusted EBITDA

The following table reconciles net loss to non-GAAP Adjusted EBITDA for the periods presented:

	Three Months Ended March 31,	
	2017	2016
	(In Millions)	
Net loss	$ (5.0)	$ (2.6)
Amortization and depreciation	2.0	1.3
Acquisition, severance and transition costs	0.7	1.1
Interest and other expense	0.8	0.6
Stock-based compensation	1.1	0.4
Non-GAAP Adjusted EBITDA	$ (0.4)	$ 0.8

Liquidity and Capital Resources

On January 26, 2017, we entered into an amended Revolving Credit Facility, which enables us to borrow up to $50.0 million on a revolving basis, based upon specified percentages of eligible receivables and inventory. Upon closing, we had borrowing capacity of approximately $10.0 million.

Our liquidity as of March 31, 2017 and December 31, 2016 was $6.3 million and $1.9 million, respectively, which consisted of cash and cash equivalents of $1.2 million and $0.9 million, respectively, and additional borrowing capacity under the Revolving Credit Facility of $5.1 million and $1.0 million, respectively.

Historically, our significant shareholder, RVL 1 LLC ("RVL"), and its affiliates have been a significant source of financing, and they continue to support our operations.

As of March 31, 2017, we were in compliance with our covenants under the Bank of America Revolving Credit Facility.

At March 31, 2017 and December 31, 2016, we had working capital of $49.8 million and $51.3 million, respectively. We believe we have adequate resources to meet our cash requirements for the foreseeable future.

Although we realized revenues of $30.6 million during the three months ended March 31, 2017, which represents a 11% increase from the three months ended March 31, 2016, we face challenges regarding profitability. There can be no assurance that we will achieve positive cash flows from operations or profitability in future periods. Our ability to meet our obligations in the ordinary course of business is dependent upon our ability to establish profitable operations, maintain our revolving credit facility, or raise additional capital through public or private debt or equity financing, or other sources of financing to fund operations, as well as support of our principal stockholder. There can be no assurance such financing will be available on terms acceptable to us or that any financing transaction will not be dilutive to our current stockholders.

Cash Flows

	Three Months Ended March 31, 2017	Three Months Ended March 31, 2016
	(In Millions)	
Cash provided by (used in) operating activities	$ (4.2)	$ 0.1
Cash provided by (used in) investing activities	(0.2)	—
Cash provided by (used in) financing activities	4.7	1.0
Net increase in cash and cash equivalents	$ 0.3	$ 1.1

Cash Flows used in Operating Activities – During the three months ended March 31, 2017, we used cash from operations of $4.2 million compared to cash provided by operations of $0.1 million during the three months ended March 31, 2016. Operating cash flows during the three months ended March 31, 2017 primarily reflect decreased accounts payable and accrued liabilities and increased inventory. Operating cash flows during the three months ended March 31, 2016 primarily reflect decreases in accounts receivable, partially offset by increases in inventory to support our greatly expanded operations.

Cash Flows used in Investing Activities – The use of cash during the three months ended March 31, 2017 was primarily attributable to purchases or property and equipment of $0.2 million.

Cash Flows provided by Financing Activities – Net cash provided during the three months ended March 31, 2017 was primarily attributable to $14.8 million of net proceeds from the Revolving Credit Facility, partially offset by repayments on notes payable of $10.1 million, including the $10.0 million Energy Source note. Net cash provided during the three months ended March 31, 2016 was primarily attributable to $1.1 million of net proceeds from the Revolving Credit Facility, partially offset by repayments on notes payable and fees pertaining to the issuance of common stock totaling $0.1 million.

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Contractual Obligations

The following table sets forth information relating to our contractual obligations as of March 31, 2017:

	Contractual Obligation Payments Due by Year (3)(4)				
	Total	Less than 1 year	1-3 years	3-5 years	More than 5 years
	(Millions of U.S. dollars)				
Operating lease obligations	$13.3	$ 3.4	$ 6.0	$ 3.7	$ 0.2
Purchase price obligations and other (1) (2)	3.1	3.1	—	—	—
Total debt, including interest	49.8	4.2	2.0	2.8	40.8
Total	$66.2	$ 10.7	$ 8.0	$ 6.5	$ 41.0

(1) Includes $0.5 million to be settled in common stock and $0.9 million that may be settled, at our option, in either cash or an equivalent amount of common stock based upon their then-current market value, if certain performance criteria had been met.

(2) As the result of channel distribution agreements entered into with distributors and contractors for the purposes of expanding the sale of our portfolio of products, we may be required to pay up to $1.0 million if certain revenue targets are achieved. The amounts are included in the table above.

RECENT ACCOUNTING PRONOUNCEMENTS

See Note 1 of Notes to unaudited Condensed Consolidated Financial Statements for recently issued accounting pronouncements.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

At March 31, 2017, we were exposed to interest rate risk in connection with our variable-rate Revolving Credit Facility pursuant to which we may borrow up to $50.0 million. As such, during 2017, we are exposed to interest rate risk in connection with our Revolving Credit Facility. See Note 7 of the Notes to unaudited Condensed Consolidated Financial Statements.

ITEM 4. CONTROLS AND PROCEDURES

We maintain disclosure controls and procedures (as such term is defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934, as amended) that are designed to ensure that information required to be disclosed in the reports we file under the Securities Exchange Act of 1934, as amended, is recorded, processed, summarized and reported within the time periods specified in the Securities and Exchange Commission's rules and forms, and that such information is accumulated and communicated to our management, including our chief executive officer and chief financial officer as appropriate, to allow timely decisions regarding required disclosure.

In designing and evaluating the disclosure controls and procedures, our management recognizes that any controls and procedures, no matter how well designed and operated, can provide only reasonable assurance of achieving the desired control objectives, and our management necessarily was required to apply its judgment in evaluating the cost-benefit relationship of possible controls and procedures. Furthermore, our controls and procedures can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control and misstatements due to error or fraud may occur and not be detected on a timely basis.

An evaluation was performed under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, of the effectiveness of our disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q. Based on this evaluation, our management concluded that our disclosure controls and procedures were effective at a reasonable assurance level as of the end of the period covered by the report.

Our management is responsible for establishing and maintaining adequate internal control over financial reporting for our Company. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in the United States of America. Internal control over financial reporting includes maintaining records that in reasonable detail accurately and fairly reflect our transactions; providing reasonable assurance that transactions are recorded as necessary for preparation of our financial statements; providing reasonable assurance that receipts and expenditures of our assets are made in accordance with management's authorization; and providing reasonable assurance that unauthorized acquisition, use or disposition of our assets that could have a material effect on the financial statements would be prevented or detected on a timely basis. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that a misstatement of our financial statements would be prevented or detected. Furthermore, our controls and procedures can be circumvented by the individual acts of some persons, by collusion of two or more people or by management override of the control and misstatements due to error or fraud may occur and not be detected on a timely basis.

There was no change in our internal control over financial reporting that occurred during the quarter ended March 31, 2017 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

PART II – OTHER INFORMATION

Item 1. Legal Proceedings

We are not a party to any material legal proceeding required to be disclosed under Item 103 of Regulation S-K.

Item 1A. Risk Factors

There have been no material changes to the risk factors previously disclosed in Part I, Item 1A. of our Annual Report on Form 10-K for the year ended December 31, 2016, which was filed with the Securities Exchange Commission on March 9, 2017.

Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

None.

Item 3. Defaults Upon Senior Securities

None.

Item 4. Mine Safety Disclosures

None.

Item 5. Other Information

The information contained in Notes 7 and 13 of Notes to unaudited Condensed Consolidated Financial Statements in Part I, Item 1 of this Quarterly Report on Form 10-Q is incorporated herein by reference.

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Item 6. Exhibits

Exhibit Number	Document Description
10.1	Amended Management Services Agreement, dated as of January 5, 2017, by and between Revolution Lighting Technologies, Inc. and Aston Capital, LLC (incorporated by reference to our Annual Report on Form 10-K filed March 9, 2017).
10.2	Eleventh Amendment to Loan and Security Agreement, Eighth Amendment to Pledge Agreement and Ratification of Guaranty, dated as of January 26, 2017, among Revolution Lighting Technologies, Inc., Lumificient Corporation, Lighting Integration Technologies, LLC, Seesmart Technologies, LLC, Relume Technologies, Inc., Tri-State LED DE, LLC, Value Lighting, LLC, All Around Lighting, L.L.C., Energy Source LLC and Revolution Lighting – E-Lighting, Inc., Seesmart, Inc., TNT Energy LLC, the Guarantors party thereto and Bank of America, N.A. (incorporated by reference to our Current Report on Form 8-K filed February 1, 2017).
10.3	Reimbursement Agreement, dated as of January 26, 2017, among Robert V. LaPenta, Seesmart, Inc., Relume Technologies, Inc., Tri-State LED DE, LLC, Value Lighting, LLC, All Around Lighting, L.L.C., Revolution – E-Lighting, Inc., Energy Source, LLC, TNT Energy LLC, Revolution Lighting Technologies, Inc., Lumificient Corporation, Seesmart Technologies, LLC, Lighting Integration Technologies, LLC, Sentinel System, LLC, Break One Nine, Inc., Revolution Lighting Technologies – Energy Source, Inc., Value Lighting of Houston, LLC and Revolution Lighting Technologies – TNT Energy, LLC (incorporated by reference to our Current Report on Form 8-K filed February 1, 2017).
10.4	Twelfth Amendment to Loan and Security Agreement, dated as of April 12, 2017, among Revolution Lighting Technologies, Inc., Lumificient Corporation, Lighting Integration Technologies, LLC, Seesmart Technologies, LLC, Relume Technologies, Inc., Tri-State LED DE, LLC, Value Lighting, LLC, All Around Lighting, L.L.C., Energy Source, LLC, Revolution Lighting – E-Lighting, Inc., Seesmart, Inc., TNT Energy, LLC, the Guarantors party thereto and Bank of America, N.A.
31.1*	Certifications of Chief Executive Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2*	Certifications of Chief Financial Officer Pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32.1**	Certifications of Chief Executive Officer and Chief Financial Officer Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101***	The following financial statements from Revolution Lighting Technologies, Inc.'s Quarterly Report on Form 10-Q for the quarter ended March 31, 2017, formatted in XBRL (eXtensible Business Reporting Language): (i) Condensed Consolidated Balance Sheets, (ii) Condensed Consolidated Statements of Operations (iii) Condensed Consolidated Statements of Stockholders' Equity (iv) Condensed Consolidated Statements of Cash Flows, (v) Notes to Condensed Consolidated Financial Statements.

* Filed herewith
** Furnished herewith
*** Submitted electronically with this Report pursuant to Rule 405 of Regulation S-T

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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, thereunto duly authorized.

REVOLUTION LIGHTING TECHNOLOGIES, INC.

By:	/s/ Robert V. LaPenta Robert V. LaPenta Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)	Date: May 2, 2017
By:	/s/ James A. DePalma James A. DePalma Chief Financial Officer (Principal Financial Officer)	Date: May 2, 2017

Exhibit 10.4

EXECUTION VERSION

TWELFTH AMENDMENT TO
LOAN AND SECURITY AGREEMENT

THIS TWELFTH AMENDMENT TO LOAN AND SECURITY AGREEMENT, (this "Twelfth Amendment") is made as of this 12th day of April, 2017 by and among REVOLUTION LIGHTING TECHNOLOGIES, INC., a Delaware corporation ("RLT"), LUMIFICIENT CORPORATION, a Minnesota corporation ("Lumificient"), LIGHTING INTEGRATION TECHNOLOGIES, LLC, a Delaware limited liability company ("LIT"), SEESMART TECHNOLOGIES, LLC, a Delaware limited liability company ("Seesmart Tech"), RELUME TECHNOLOGIES, INC., a Delaware corporation ("Relume"). TRI-STATE LED DE, LLC, a Delaware limited liability company ("Tri-State"), VALUE LIGHTING, LLC, a Delaware limited liability company ("Value Lighting"), ALL AROUND LIGHTING, L.L.C., a Texas limited liability company ("All Around"). ENERGY SOURCE, LLC, a Rhode Island limited liability company ("Energy Source"), REVOLUTION LIGHTING – E-LIGHTING, INC., a Delaware corporation ("RLT-E-Lighting"), SEESMART, INC., a Delaware corporation ("Seesmart"), and TNT ENERGY, LLC, a Massachusetts limited liability company ("TNT Energy", and together with RLT, Lumificient, LIT, Seesmart Tech, Relume, Tri-State, Value Lighting, All Around, Energy Source, RLT-E-Lighting, and Seesmart, singly and collectively, jointly and severally, "Borrowers" and each a "Borrower"), the Guarantors party hereto (each a "Guarantor" and collectively, jointly and severally, the "Guarantors"; and, together with the Borrowers, each an "Obligor" and collectively, jointly and severally, the "Obligors"), and BANK OF AMERICA, N.A., a national banking association ("Lender").

W I T N E S S E T H:

WHEREAS, the Obligors and the Lender are parties to a certain Loan and Security Agreement, dated as of August 20, 2014 (as amended, modified, supplemented or restated and in effect from time to time, collectively, the "Loan Agreement").

WHEREAS, the Obligors have requested that the Lender modify and amend certain terms and conditions of the Loan Agreement.

WHEREAS, the Lender is willing to so modify and amend certain terms and conditions of the Loan Agreement, subject to the terms and conditions contained herein.

NOW, THEREFORE, for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the Obligors and the Lender agree as follows:

1. Capitalized Terms. All capitalized terms used herein and not otherwise defined shall have the same meaning herein as in the Loan Agreement.

2. Amendments to Loan Agreement. The Loan Agreement is hereby amended as follows:

(a) The definition of "Guarantors" as contained in Section 1.1 of the Loan Agreement (**Definitions**) is hereby deleted in its entirety and the following substituted in its stead:

"Guarantors: Value Lighting Houston, Break One, RLT-ES and TNT Holdco, and each Borrower as to each other Borrower, and each other Person that guarantees payment or performance of Obligations. Pledgor is also a non-recourse Guarantor to the extent set forth in Pledgor's Guaranty dated as of the Third Amendment Effective Date."

(b) The definition of "Pledged Cash Collateral" as contained in Section 1.1 of the Loan Agreement (**Definitions**) is hereby deleted in its entirety and the following substituted in its stead:

"Pledged Cash Collateral: means all of Pledgor's right, title and interest in and to the cash and other assets more particularly described in the Cash Collateral Pledge Agreement and which shall be under the sole dominion and control of the Lender. As of the Twelfth Amendment Effective Date, the aggregate amount of Pledged Cash Collateral is $10,000,000."

(c) The provisions of Section 1.1 of the Loan Agreement (**Definitions**) are hereby amended by inserting the following new definitions in their applicable alphabetical orders:

"Twelfth Amendment: means that certain Twelfth Amendment to Loan and Security Agreement, dated as of April 12, 2017, by and among the Obligors and the Lender."

"Twelfth Amendment Effective Date: means April 12, 2017."

3. Ratification of Loan Documents. Except as specifically amended by this Twelfth Amendment, all of the terms and conditions of the Loan Agreement and of each of the other Loan Documents shall remain in full force and effect. The Obligors hereby ratify, confirm, and reaffirm all of the representations, warranties and covenants contained therein. Further, the Obligors warrant and represent that no Event of Default exists, and nothing contained herein shall be deemed to constitute a waiver by the Lender of any Event of Default which may nonetheless exist as of the date hereof.

4. Breach. Without limiting the provisions of the Loan Documents, a breach of any agreement, covenant, warranty, representation or certification of the Obligors under this Twelfth Amendment and/or the failure of the Obligors to perform its obligations under this Twelfth Amendment shall constitute an Event of Default under the Loan Agreement.

5. Waiver. Each Obligor acknowledges, confirms and agrees that it has no claims, counterclaims, offsets, defenses or causes of action against the Lender with respect to amounts outstanding under the Loan Agreement or otherwise. To the extent such claims, counterclaims, offsets, defenses and/or causes of actions should exist, whether known or unknown, at law or in equity, each Obligor hereby WAIVES same and RELEASES the Lender from any and all liability in connection therewith.

6. Conditions Precedent to Effectiveness. This Twelfth Amendment shall not be effective until each of the following conditions precedent has been fulfilled to the sole satisfaction of the Lender:

(a) This Twelfth Amendment shall have been duly executed and delivered by the respective parties hereto, and shall be in full force and effect and shall be in form and substance satisfactory to the Lender.

(b) All action on the part of the Obligors necessary for the valid execution, delivery and performance by the Obligors of this Twelfth Amendment and all other documentation, instruments, and agreements to be executed in connection herewith shall have been duly and effectively taken and evidence thereof satisfactory to the Lender shall have been provided to the Lender.

(c) The Lender shall have received an Omnibus Officer's and Member's Certificate of duly authorized officers and members, as applicable, of each of the Obligors certifying (i) that the attached copies of such Obligor's Organic Documents are true and complete, and in full force and effect, without amendment except as shown; (ii) that an attached copy of resolutions authorizing execution and delivery of the Twelfth Amendment and all documents referenced therein and related thereto are true and complete, and that such resolutions are in full force and effect, were duly adopted, have not been amended, modified or revoked, and constitute all resolutions adopted with respect to this credit facility; and (iii) to the title, name and signature of each Person authorized to sign such documents.

(d) The Pledgor shall have increased the amount of Pledged Cash Collateral deposited under the Cash Collateral Pledge Agreement by an additional $3,000,000, resulting in an aggregate balance of Pledged Cash Collateral of $10,000,000.

(e) The Lender shall have received a fully-executed copy of that certain Ratification and Third Amendment to Pledge and Security Agreement made by the Pledgor in favor of the Lender, in form and substance satisfactory to the Lender.

(f) The Obligors shall have executed and delivered to the Lender such additional documents, instruments, and agreements as the Lender may reasonably request.

(g) In accordance with the terms and conditions of Loan Agreement, the Obligors shall pay to Lender (i) all costs and expenses of the Lender, including, without limitation, reasonable attorneys' fees, in connection with the preparation, negotiation, execution and delivery of this Twelfth Amendment and all documents related thereto and/or associated therewith through and including April 12, 2017 in the amount of $8,333.24, and (ii) the outstanding attorneys' fees due prior to the Twelfth Amendment Effective Date in the amount of $13,908.30.

7. Miscellaneous.

(a) This Twelfth Amendment may be executed in several counterparts and by each party on a separate counterpart, each of which when so executed and delivered shall be an original, and all of which together shall constitute one instrument. Delivery of an executed signature page of this Twelfth Amendment (or any notice or agreement delivered pursuant to the terms hereof) by facsimile transmission or electronic transmission shall be as effective as delivery of a manually executed counterpart hereof; provided that the Obligors shall deliver originals of all applicable documents referenced in this Twelfth Amendment by no later than three (3) Business Days after the Twelfth Amendment Effective Date.

(b) This Twelfth Amendment expresses the entire understanding of the parties with respect to the transactions contemplated hereby. No prior negotiations or discussions shall limit, modify, or otherwise affect the provisions hereof.

(c) Any determination that any provision of this Twelfth Amendment or any application hereof is invalid, illegal or unenforceable in any respect and in any instance shall not affect the validity, legality, or enforceability of such provision in any other instance, or the validity, legality or enforceability of any other provisions of this Twelfth Amendment.

(d) THE VALIDITY, INTERPRETATION AND ENFORCEMENT OF THIS TWELFTH AMENDMENT AND ANY DISPUTE ARISING OUT OF THE RELATIONSHIP BETWEEN THE PARTIES HERETO, WHETHER IN CONTRACT, TORT, EQUITY OR OTHERWISE, SHALL BE GOVERNED BY THE INTERNAL LAWS OF THE STATE OF NEW YORK (WITHOUT GIVING EFFECT TO PRINCIPLES OF CONFLICTS OF LAW).

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, the parties have executed this Twelfth Amendment as a sealed instrument by their respective duly authorized officers.

<u>LENDER</u>:

BANK OF AMERICA, N.A.

By: ______________________________
Name: CYNTHIA G. STANNARD
Title: SR. VICE PRESIDENT

[Signatures Continue on Next Page]

BORROWERS:

REVOLUTION LIGHTING TECHNOLOGIES, INC.

By: ______________________________
Name: James A. DePalma
Title: Chief Financial Officer

LUMIFICIENT CORPORATION

By: ______________________________
Name: James A. DePalma
Title: President, Secretary and Treasurer

LIGHTING INTEGRATION TECHNOLOGIES, LLC

By: ______________________________
Name: James A. DePalma
Title: President

SEESMART TECHNOLOGIES, LLC

By: ______________________________
Name: James A. DePalma
Title: President

RELUME TECHNOLOGIES, INC.

By: ______________________________
Name: James A. DePalma
Title: President, Secretary and Treasurer

[Signatures Continue on Next Page]

[Signature Page to Twelfth Amendment to Loan and Security Agreement]

TRI-STATE LED DE, LLC

By: ____________________________
Name: James A. DePalma
Title: President

VALUE LIGHTING, LLC

By: ____________________________
Name: James A. DePalma
Title: President

ALL AROUND LIGHTING, L.L.C.

By: ____________________________
Name: James A. DePalma
Title: President

ENERGY SOURCE, LLC

By: ____________________________
Name: James A. DePalma
Title: Secretary and Treasurer

REVOLUTION LIGHTING – E-LIGHTING, INC.

By: ____________________________
Name: James A. DePalma
Title: President, Treasurer and Secretary

[Signatures Continue on Next Page]

SEESMART, INC.

By:

Name: James A. DePalma
Title: President and Secretary

TNT ENERGY, LLC

By:

Name: James A. DePalma
Title: Manager

[Signatures Continue on Next Page]

[Signature Page to Twelfth Amendment to Loan and Security Agreement]

GUARANTORS:

VALUE LIGHTING OF HOUSTON, LLC

By: ______________________
Name: James A. DePalma
Title: President:

BREAK ONE NINE, INC.

By: ______________________
Name: James A. DePalma
Title: President

REVOLUTION LIGHTING TECHNOLOGIES – ENERGY SOURCE, INC.

By: ______________________
Name: James A. DePalma
Title: Secretary and Treasurer

REVOLUTION LIGHTING TECHNOLOGIES – TNT ENERGY, LLC

By: ______________________
Name: James A. DePalma
Title: Manager

[Signature Page to Twelfth Amendment to Loan and Security Agreement]

Exhibit 31.1

CERTIFICATION OF CHIEF EXECUTIVE OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, Robert V. LaPenta, certify that:

1. I have reviewed this report on Form 10-Q for the quarterly period ended March 31, 2017 of Revolution Lighting Technologies, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financing reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2017

/s/ Robert V. LaPenta

Robert V. LaPenta
Chairman of the Board, Chief Executive Officer and President
(Principal Executive Officer)

Exhibit 31.2

CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO SECTION 302 OF THE SARBANES-OXLEY ACT OF 2002

I, James A. DePalma, certify that:

1. I have reviewed this report on Form 10-Q for the quarterly period ended March 31, 2017 of Revolution Lighting Technologies, Inc.;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financing reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):

   a) all significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: May 2, 2017

/s/ James A. DePalma
James A. DePalma
Chief Financial Officer
(Principal Financial Officer)

Exhibit 32.1

Certification of Chief Executive Officer and Chief Financial Officer Pursuant to
18 U.S.C. Section 1350,
as Adopted Pursuant to
Section 906 of the Sarbanes-Oxley Act of 2002

This Certification is being furnished pursuant to 18 U.S.C. Section 1350, as adopted by Section 906 of the Sarbanes-Oxley Act of 2002. This Certification is included solely for the purposes of complying with the provisions of Section 906 of the Sarbanes-Oxley Act and is not intended to be used for any other purpose. In connection with the accompanying Quarterly Report on Form 10-Q of Revolution Lighting Technologies, Inc. for the quarter ended March 31, 2017, each of the undersigned hereby certifies in his capacity as an officer of Revolution Lighting Technologies, Inc. that to such officer's knowledge:

(1) The Report fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934; and

(2) The information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

	By: /s/ Robert V. LaPenta
Dated: May 2, 2017	Robert V. LaPenta Chairman of the Board, Chief Executive Officer and President (Principal Executive Officer)
	By: /s/ James A. DePalma
Dated: May 2, 2017	James A. DePalma Chief Financial Officer (Principal Financial Officer)