

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

FORM S-8
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Revolution Lighting Technologies, Inc.
 (Exact Name of Registrant as Specified in Its Charter)

Delaware
 (State or Other Jurisdiction of
 Incorporation or Organization)

59-3046866
 (I.R.S. Employer
 Identification No.)

177 Broad Street, 12th Floor
Stamford, CT
 (Address of Principal Executive Offices)

06901
 (Zip Code)

Revolution Lighting Technologies, Inc. 2013 Stock Incentive Plan
 (Full Title of the Plan)

James A. DePalma
Chief Financial Officer
Revolution Lighting Technologies, Inc.
177 Broad Street, 12th Floor
Stamford, CT 06901
 (Name and Address of Agent For Service)

(203) 504-1111
 (Telephone Number, Including Area Code, of Agent For Service)

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 7(a)(2)(B) of the Securities Act. ☐

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered(1)	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Aggregate Offering Price	Amount of Registration Fee
Common Stock, \$0.001 par value per share	500,000 shares(2)	\$7.915(3)	\$3,957,500(3)	\$458.68

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this Registration Statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Represents shares issuable under the Revolution Lighting Technologies, Inc. 2013 Stock Incentive Plan.

- (3) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Common Stock as reported on the NASDAQ Stock Market on May 5, 2017.
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INFORMATION REQUIRED PURSUANT TO GENERAL INSTRUCTION E ON FORM S-8

This Registration Statement is filed by Revolution Lighting Technologies, Inc. (the “Company”) for the purpose of registering additional securities of the same class and relating to the same employee benefit plan as securities for which the Company has an effective Registration Statement on Form S-8. The Company previously registered 1,500,000 shares of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), under the Revolution Lighting Technologies, Inc. 2013 Stock Incentive Plan, as amended (the “Plan”), on a Form S-8 (File No. 333-188719) filed with the Securities and Exchange Commission (the “SEC”) on May 21, 2013 (the “Original Registration Statement”). After giving effect to the one-for-ten reverse stock split of the Common Stock, effective as of March 10, 2016, the number of shares of Common Stock covered by the Original Registration Statement was proportionately reduced to 150,000 shares. The number of shares available for issuance under the Plan has been subsequently increased.

Pursuant to General Instruction E to Form S-8, the contents of the Original Registration Statement are incorporated by reference into this Registration Statement.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

The Company hereby incorporates by reference into this Registration Statement the following documents previously filed with the SEC (File No. 000-23590 unless otherwise noted):

- (a) The Company's Annual Report on Form 10-K for the year ended December 31, 2016 filed with the SEC on March 9, 2017, including the information incorporated by reference into the Annual Report on Form 10-K from the Company's Definitive Proxy Statement for the 2017 Annual Meeting of Stockholders filed with the SEC on Schedule 14A on March 23, 2017;
- (b) The Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2017 filed with the SEC on May 2, 2017;
- (c) The Company's Current Reports on Form 8-K filed with the SEC on February 1, 2017 and May 5, 2017; and
- (d) The description of the Common Stock contained in the Company's Registration Statement on Form 8-A filed with the SEC on March 4, 1994, as amended (including by the Current Report on Form 8-K filed with the SEC on August 4, 2014).

All documents subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, as amended, prior to the filing of a post-effective amendment which indicates that all securities offered hereby have been sold or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be part hereof from the date of the filing of such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for the purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

Item 8. Exhibits.

<u>Number</u>	<u>Description</u>
4.1	Amended and Restated Certificate of Incorporation, as amended (incorporated by reference to the Company's Quarterly Report on Form 10-Q (File No. 000-23590) filed on August 4, 2016)
4.2	Amended and Restated Bylaws (incorporated by reference to the Company's Current Report on Form 8-K (File No. 000-23590) filed on January 30, 2013)
5	Opinion of Hinckley, Allen & Snyder LLP*
23.1	Consent of Hinckley, Allen & Snyder LLP (included in Exhibit 5)*
23.2	Consent of RSM US LLP, Independent Registered Public Accounting Firm*
24	Power of Attorney (included on the signature pages of this Registration Statement)*
99	Revolution Lighting Technologies, Inc. 2013 Stock Incentive Plan, as amended (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A (File No. 000-23590) filed with the SEC on March 23, 2017)

*Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Stamford, State of Connecticut, on this 10th day of May, 2017.

REVOLUTION LIGHTING TECHNOLOGIES, INC.

By: /s/ Robert V. LaPenta

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

POWER OF ATTORNEY

We, the undersigned officers and directors of Revolution Lighting Technologies, Inc., hereby severally constitute and appoint Robert V. LaPenta and James A. DePalma, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the Registration Statement on Form S-8 filed herewith and any and all subsequent amendments to said Registration Statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Revolution Lighting Technologies, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said Registration Statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Robert V. LaPenta</u> Robert V. LaPenta	Chief Executive Officer, President and Director (<i>Principal Executive Officer</i>)	May 10, 2017
<u>/s/ James A. DePalma</u> James A. DePalma	Chief Financial Officer and Director (<i>Principal Financial and Accounting Officer</i>)	May 10, 2017
<u>/s/ William D. Ingram</u> William D. Ingram	Director	May 10, 2017
<u>/s/ Dennis McCarthy</u> Dennis McCarthy	Director	May 10, 2017
<u>/s/ Stephen G. Virtue</u> Stephen G. Virtue	Director	May 10, 2017

INDEX TO EXHIBITS

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24	Power of Attorney (included on the signature pages of this Registration Statement)*
99	Revolution Lighting Technologies, Inc. 2013 Stock Incentive Plan, as amended (incorporated by reference to Appendix A to the Company's Definitive Proxy Statement on Schedule 14A (File No. 000-23590) filed with the SEC on March 23, 2017)

*Filed herewith.

May 10, 2017

Revolution Lighting Technologies, Inc.
177 Broad Street, 12th Floor
Stamford, CT 06901

Re: Revolution Lighting Technologies, Inc. 2013 Stock Incentive Plan

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the “Registration Statement”) to be filed with the Securities and Exchange Commission (the “Commission”) under the Securities Act of 1933, as amended (the “Securities Act”), relating to 500,000 shares of common stock, \$0.001 par value per share (the “Shares”), of Revolution Lighting Technologies, Inc., a Delaware corporation (the “Company”), issuable under the Company’s 2013 Stock Incentive Plan, as amended (the “Plan”).

We have examined the Certificate of Incorporation and By-Laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or “blue sky” laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Hinckley, Allen & Snyder LLP

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Revolution Lighting Technologies, Inc. of our reports dated March 9, 2017, relating to our audits of the consolidated financial statements and internal control over financial reporting, included in the Annual Report on Form 10-K of Revolution Lighting Technologies, Inc. for the year ended December 31, 2016.

/s/ RSM US LLP
Stamford, Connecticut
May 10, 2017