

## FORM 4

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

OMB APPROVAL	
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☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person DePalma James		2. Issuer Name and Ticker or Trading Symbol Revolution Lighting Technologies, Inc. [RVLT]		5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)			
(Last) (First) (Middle) C/O ASTON CAPITAL, LLC, 177 BROAD STREET		3. Date of Earliest Transaction (Month/Day/Year) 06/30/2014					
(Street) STAMFORD, CT 06901		4. If Amendment, Date Original Filed (Month/Day/Year)		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person			
(City) (State) (Zip)		Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned					
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount (A) or (D)	Price		

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Series F Convertible Redeemable Preferred Stock, par \$0.001	\$ 4.5881	06/30/2014		J	(1)		5,000	(3)	(3)	Common Stock, par value \$0.001 per share	1,089,776 (3)	(1)	0 (1)	I (2)	By limited liability company (2)
Series G Convertible Redeemable Preferred Stock, par \$0.001	\$ 2.30	06/30/2014		J	(1)	5,404.31		(4)	(4)	Common Stock, par value \$0.001 per share	2,349,700 (4)	(1)	5,404.31	I (2)	By limited liability company (2)
Series G Convertible Redeemable Preferred Stock, par \$0.001	\$ 2.30	06/30/2014		J	(5)	1,640.08		(5)	(5)	Common Stock, par value \$0.001 per share	713,078 (5)	(5)	7,044.39	I (2)	By limited liability company (2)
Series G Convertible Redeemable Preferred Stock, par \$0.001	\$ 2.30	06/30/2014		J	(6)	10,955.61		(6)	(6)	Common Stock, par value \$0.001 per share	4,763,309 (6)	(6)	18,000 (7)	I (2)	By limited liability company (2)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DePalma James C/O ASTON CAPITAL, LLC, 177 BROAD STREET STAMFORD, CT 06901	X	X		

# Signatures

/s/ Bianca Najjar, James A. DePalma, by power of attorney		07/02/2014
 Signature of Reporting Person		Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- As of June 30, 2014, RVL 1 LLC ("RVL") held directly 5,000 shares of Series F Senior Convertible Redeemable Preferred Stock (the "Series F Stock"). Pursuant to a reclassification exempt under Rule 16b-7, each share of Series F Stock, including the value of accrued but unpaid dividends and a redemption premium pursuant to Section 8(b) of the Certificate of Designations, Preferences and Rights of the Series F Stock, was reclassified into shares of Series G Senior Convertible Redeemable Preferred Stock (the "Series G Stock"). Accordingly, the 5,000 shares of Series F Stock held directly by RVL were exchanged for 5,404.31 shares of Series G Stock, each with a stated value of \$1,000. As of June 30, 2014, Aston Capital, LLC ("Aston") held directly 12,595.69 shares of Series G stock.
- Aston is the managing member of RVL. James A. DePalma is an officer of RVL and a member and officer of Aston and may be deemed
- (1) to beneficially own the securities of the Company held by RVL and Aston. Mr. DePalma's interest in the securities reported herein is limited to the extent of his pecuniary interest, if any.
- As of June 30, 2014, immediately prior to the reclassification and exchange, the 5,000 shares of Series F Stock were convertible into
- (3) 1,089,776 shares of common stock (the "Common Stock") at any time at the option of the holder, at a conversion price of \$4.5881 per share and had no expiration date.
- As of June 30, 2014, immediately after the reclassification and exchange, RVL held 5,404.31 shares of Series G Stock. The 5,404.31
- (4) shares of Series G Stock are convertible into 2,349,700 shares of Common Stock at any time at the option of the holder, at a conversion price of \$2.30 per share and have no expiration date.
- Represents shares issued to Aston in exchange for cancellation of debt plus interest in the amount of \$1,640,085.35 owed to Aston by the issuer pursuant to a promissory note dated February 25, 2014. As of June 30, 2014, the 1,640.08 shares of Series G Stock are convertible
- (5) into 713,078 shares of Common Stock at any time at the option of the holder, at a conversion price of \$2.30 per share and have no expiration date.
- Represents shares issued to Aston in exchange for cancellation of debt plus interest in the amount of \$10,955,609.09 owed to Aston by the issuer pursuant to a promissory note dated April 17, 2014. As of June 30, 2014, the 10,955.61 shares of Series G Stock are convertible
- (6) into 4,763,309 shares of Common Stock at any time at the option of the holder, at a conversion price of \$2.30 per share and have no expiration date.
- (7) Following the exchanges described herein, the reporting person may be deemed to beneficially own an aggregate of 18,000 shares of Series G Stock.

### Remarks:

Exhibit 24 - Power of Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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**POWER OF ATTORNEY**

Know all by these presents, that the undersigned hereby constitutes and appoints each of Charles J. Schafer, Kathleen Chin and Bianca Najjar or either of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) if necessary, prepare, execute in the undersigned's name and on the undersigned's behalf, and submit to the U.S. Securities and Exchange Commission (the "SEC") a Form ID, including amendments thereto, and any other documents necessary or appropriate to obtain codes and passwords enabling the undersigned to make electronic filings with the SEC of reports required by Section 16(a) of the Securities Exchange Act of 1934 or any rule or regulation of the SEC;
- (2) execute for and on behalf of the undersigned, in the undersigned's capacity as an officer and/or director of Revolution Lighting Technologies, Inc. (the "Company"), Forms 3, 4, and 5 in accordance with Section 16(a) of the Securities Exchange Act of 1934 and the rules thereunder; and
- (3) do and perform any and all acts for and on behalf of the undersigned which may be necessary or desirable to complete and execute any such Form 3, 4, or 5, complete and execute any amendment or amendments thereto, and timely file such form with the SEC and any stock exchange or similar authority.

The undersigned hereby grants to each such attorney-in-fact full power and authority to do and perform any and every act and thing whatsoever requisite, necessary, or proper to be done in the exercise of any of the rights and powers herein granted, as fully to all intents and purposes as the undersigned might or could do if personally present, with full power of substitution or revocation, hereby ratifying and confirming all that such attorney-in-fact, or such attorney-in-fact's substitute or substitutes, shall lawfully do or cause to be done by virtue of this power of attorney and the rights and powers herein granted. The undersigned acknowledges that the foregoing attorneys-in-fact, in serving in such capacity at the request of the undersigned, are not assuming, nor is the Company assuming, any of the undersigned's responsibilities to comply with Section 16 of the Securities Exchange Act of 1934.

This Power of Attorney shall remain in full force and effect until the undersigned is no longer required to file Forms 3, 4, and 5 with respect to the undersigned's holdings of and transactions in securities issued by the Company, unless earlier revoked by the undersigned in a signed writing delivered to the foregoing attorneys-in-fact.

IN WITNESS WHEREOF, the undersigned has caused this Power of Attorney to be executed as of this 12<sup>th</sup> day of May, 2014.

/s/ James A. DePalma

Signature

James A. DePalma

Print Name