

FORM 4

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

OMB APPROVAL
OMB 3235-0287
Number: 0287
Expires: November 30, 2011
Estimated average burden hours per response... 0.5

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, Section 17(a) of the Public Utility Holding Company Act of 1935 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. [RVLТ]		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) <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) 12/20/2012		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	
(Street) STAMFORD, CT 06901		4. If Amendment, Date Original Filed (Month/Day/Year)			
(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
Common Stock, par value \$0.001 per share							115,000	D		
Common Stock, par value \$0.001 per share	12/20/2012		C		28,600,923 (1)	A	\$ 0.13	46,153,692 (1)	I	By limited liability company (3)

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. SEC 1474 (9-02)

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 B Convertible Preferred Stock, par value \$0.001 per share	\$ 0.13	12/20/2012		C		371,812 (1)		(1)	(1)	Common Stock, par value \$0.001 per share	28,600,923 (1)	\$ 0	2 (1)	I	By limited liability company (3)
Series C Convertible Preferred Stock, par value \$0.001 per share	\$ 0.6889	12/20/2012		P		10,000 (2)		(2)	(2)	Common Stock, par value \$0.001 per share	14,515,894 (2)	\$ 1,000	10,000 (2)	I	By limited liability company (3)

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/ James A. DePalma	12/21/2012
<small>Signature of Reporting Person</small>	<small>Date</small>

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).

On December 20, 2012, RVL 1 LLC ("RVL") converted 371,812 shares of Series B Convertible Preferred Stock, par value \$0.001 per share (the "Series B Stock") into 28,600,923 shares of common stock, par value \$0.001 (the "Common Stock"). The Series B Stock is convertible into shares of Common Stock at the option of the holder, RVL, at a conversion price of \$0.13 per share, subject to certain anti-dilution adjustments and has no expiration date.

(1) As of December 20, 2012, the 10,000 shares of Series C Convertible Preferred Stock, par value \$0.001 per share (the "Series C Stock") are non-convertible. The Series C Stock will become convertible into 14,515,894 shares of Common Stock at the option of the holder RVL, at a conversion price of \$0.6889 per share, subject to certain anti-dilution adjustments after Revolution Lighting Technologies, Inc. (the "Company") has complied with the requirements of Rule 14c-2 of the Securities Exchange Act of 1934, as amended with respect to the written consent of the stockholder of the Company, dated as of December 20, 2012, approving the issuance of Common Stock upon conversion of the Series C Stock pursuant to Nasdaq Listing Rule 5635. The Series C Stock has no expiration date.

(2) As of December 20, 2012, RVL held directly (i) 46,153,692 shares of Common Stock, (ii) 2 shares of Series B Stock and (iii) 10,000 shares of Series C Stock. Aston Capital LLC ("Aston") is the managing member of RVL. James A. DePalma is an officer of RVL and a member and officer of Aston. As a result of the foregoing, Mr. DePalma possesses the power to vote and to direct the disposition of the securities of the Company beneficially owned by RVL and may be deemed to beneficially own such securities. Mr. DePalma's interest in the securities reported herein is limited to the extent of his pecuniary interest, if any.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.