

# FORM 5

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).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

## ANNUAL 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

1. Name and Address of Reporting Person <b>LAPENTA ROBERT V</b>	2. Issuer Name and Ticker or Trading Symbol <b>Revolution Lighting Technologies, Inc. [RVLT]</b>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>
(Last) (First) (Middle) <b>C/O ASTON CAPITAL, LLC, 177 BROAD STREET</b>	3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) <b>12/31/2012</b>	
(Street) <b>STAMFORD, CT 06901</b>	4. If Amendment, Date Original Filed (Month/Day/Year)	6. Individual or Joint/Group Reporting (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)	<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>	

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock, par value, \$0.001 per share	12/31/2012		G	46,153,692 <a href="#">(1)</a>	D	\$ 0	46,153,692	I	By limited liability company <a href="#">(4)</a>

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 at End of Issuer's Fiscal Year (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)		
					(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	12/31/2012		G	2	<a href="#">(1)</a> <a href="#">(2)</a>	<a href="#">(2)</a>	<a href="#">(2)</a>	Common Stock, par value \$0.001 per share	153	<a href="#">(2)</a>	\$ 0	153	<a href="#">(2)</a>	I	By limited liability company <a href="#">(4)</a>
Series C Convertible Preferred Stock, par value \$0.001 per share	\$ 0.6889	12/31/2012		G	10,000	<a href="#">(1)</a> <a href="#">(3)</a>	<a href="#">(3)</a>	<a href="#">(3)</a>	Common Stock, par value \$0.001 per share	14,515,894	<a href="#">(3)</a>	\$ 0	10,000	<a href="#">(3)</a>	I	By limited liability company <a href="#">(4)</a>

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAPENTA ROBERT V C/O ASTON CAPITAL, LLC 177 BROAD STREET STAMFORD, CT 06901	X	X	Chief Executive Officer	

# Signatures

/s/ Kathleen Chin, Attorney-in-fact		02/12/2013
<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 31, 2012, Robert V. LaPenta made two bonafide gifts of membership interests of RVL 1, LLC ("RVL") held by Mr.

(1) LaPenta directly. Explanatory note 4 provides a description of the securities of Revolution Lighting Technologies, Inc. (the "Company") held directly by RVL.

2 shares of Series B Convertible Preferred Stock, par value \$0.001 per share (the "Series B Stock") are convertible into 153 shares of common stock, par value \$0.001 (the "Common Stock") at anytime at the option of the holder, RVL, at a conversion price of \$0.13 per share, subject to certain anti-dilution adjustments, and have no expiration date.

As of December 31, 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 is not currently convertible but will become convertible into 14,515,894 shares of Common Stock at any time at the option of the holder RVL, at a conversion price of \$0.6889 per share, subject to certain anti-dilution adjustments, after the written consent of the stockholders 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.

(3) Company has complied with the requirements of Rule 14c-2 of the Securities Exchange Act of 1934, as amended, with respect to the conversion of the Series C Stock pursuant to Nasdaq Listing Rule 5635. The Series C Stock has no expiration date.

As of December 31, 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. Robert V. LaPenta is a member and officer of RVL and a member and officer of Aston. As a result of the foregoing, Mr. LaPenta 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. LaPenta'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 provided 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.

## POWER OF ATTORNEY

Know all by these presents, that the undersigned hereby constitutes and appoints each of Gary Langford and Kathleen Chin, or any of them signing singly, and with full power of substitution, the undersigned's true and lawful attorney-in-fact to:

- (1) 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;
- (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; and
- (4) take any other action of any type whatsoever in connection with the foregoing which, in the opinion of such attorney-in-fact, may be of benefit to, in the best interest of, or legally required by, the undersigned, it being understood that the documents executed by such attorney-in-fact on behalf of the undersigned pursuant to this Power of Attorney shall be in such form and shall contain such terms and conditions as such attorney-in-fact may approve in such attorney-in-fact's discretion.

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 15 day of November, 2012.

/s/ Robert V. LaPenta  
Signature

Robert V. LaPenta  
Print Name