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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 10, 2016

Revolution Lighting Technologies, Inc.

(Exact name of registrant as specified in charter)

Delaware
(State or other jurisdiction
of incorporation)

0-23590
(Commission
file number)

59-3046866
(I.R.S. employer
identification no.)

177 Broad Street, 12th Floor
Stamford, Connecticut 06901
(Address of principal executive offices)(Zip code)

Registrant's telephone number, including area code: (203) 504-1111

Not Applicable

(Former name or former address, if changed since last report.)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 10, 2016, Revolution Lighting Technologies, Inc. (the “Company”) filed a certificate of amendment to its Amended and Restated Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware to effect a one-for-ten reverse stock split of the Company’s common stock, par value \$0.001 per share (the “Common Stock”), that became effective upon filing. The reverse stock split will be effective for trading purposes as of the commencement of trading on the NASDAQ Capital Market (“NASDAQ”) on March 11, 2016. At the effective time of the reverse stock split, every ten shares of the Company’s pre-split Common Stock will automatically be reclassified as and converted into one share of post-split Common Stock. Fractional shares that arise as a result of the reverse stock split will be settled in a cash payment based on the product obtained by multiplying the number of fractional shares a stockholder would be entitled to after the effectiveness of the reverse stock split by the last reported sale price of the Common Stock on March 10, 2016 as reported on NASDAQ. The number of authorized shares of the Common Stock and the par value of the Common Stock will remain unchanged following the reverse stock split. Outstanding equity awards will be proportionately reduced to give effect to the reverse stock split and the shares available for future grants under the Company’s 2013 Stock Incentive Plan will be proportionately reduced to give effect to the reverse stock split.

Item 8.01. Other Events.

On March 10, 2016, the Company issued a press release, a copy of which is furnished herewith as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.**(d) Exhibits**

The following exhibits are filed with this Current Report on Form 8-K:

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|--------------|--|
| Exhibit 3.1 | Third Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, of Revolution Lighting Technologies, Inc. |
| Exhibit 99.1 | Press Release dated March 10, 2016, titled “Revolutionary Lighting Technologies Announces One-For-Ten Reverse Stock Split.” |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, Revolution Lighting Technologies, Inc. has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**REVOLUTION LIGHTING TECHNOLOGIES,
INC.**

By: /s/ James A. DePalma

Name: James A. DePalma

Title: Chief Financial Officer

Dated: March 10, 2016

Exhibit Index

<u>Exhibit Number</u>	<u>Description</u>
3.1	Third Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, of Revolution Lighting Technologies, Inc.
99.1	Press Release dated March 10, 2016, titled "Revolution Lighting Technologies Announces a One-for-Ten Reverse Stock Split."

**THIRD CERTIFICATE OF AMENDMENT
TO THE
AMENDED AND RESTATED CERTIFICATE OF INCORPORATION
OF
REVOLUTION LIGHTING TECHNOLOGIES, INC.**

Pursuant to Section 242 of the General Corporation Law of the State of Delaware (the “**DGCL**”), Revolution Lighting Technologies, Inc., a corporation organized and existing under the laws of the State of Delaware (the “**Corporation**”), does hereby certify as follows:

1. The name of the Corporation is Revolution Lighting Technologies, Inc. The date of filing of its original Certificate of Incorporation with the Secretary of State of the State of Delaware was December 16, 1993 under the name Super Vision International, Inc. On April 11, 2007, the Corporation changed its name from Super Vision International, Inc. to Nexxus Lighting, Inc. On November 14, 2012, the Corporation changed its name from Nexxus Lighting, Inc. to Revolution Lighting Technologies, Inc.

2. The Board of Directors of the Corporation has duly adopted a resolution pursuant to Section 242 of the DGCL setting forth a proposed third amendment to the Amended and Restated Certificate of Incorporation, as amended (the “**Certificate of Incorporation**”) of the Corporation (the “**Third Amendment**”) and declaring the Third Amendment to be advisable. The requisite stockholders of the Corporation have duly approved the Third Amendment in accordance with Section 242 of the DGCL. The Third Amendment amends the Certificate of Incorporation of the Corporation as follows:

Article FOURTH is hereby amended by adding the following text immediately after the last paragraph of Article FOURTH:

“Effective upon the filing of the Third Certificate of Amendment to the Certificate of Incorporation with the Secretary of State of the State of Delaware (the “**Effective Time**”), the shares of Common Stock issued and outstanding immediately prior to the Effective Time and the shares of Common Stock issued and held in the treasury of the Corporation immediately prior to the Effective Time are reclassified into a smaller number of shares such that each ten (10) shares of issued Common Stock immediately prior to the Effective Time is reclassified into one (1) share of Common Stock. Notwithstanding the immediately preceding sentence, no fractional shares shall be issued and, in lieu thereof, any person who would otherwise be entitled to a fractional share of Common Stock as a result of the reclassification shall be entitled to cash payment for each fractional share of Common Stock that would have been issued to such person.

3. Each stock certificate that, immediately prior to the Effective Time, represented shares of Common Stock that were issued and outstanding immediately prior to the Effective Time shall, from and after the Effective Time, automatically and without the necessity of presenting the same for exchange, represent that the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified, provided, however, that each person of record holding a certificate that represented shares of Common Stock that were issued and outstanding immediately prior to

the Effective Time shall receive, upon surrender of such certificate, a new certificate evidencing and representing the number of whole shares of Common Stock after the Effective Time into which the shares of Common Stock formerly represented by such certificate shall have been reclassified.”

[Signature Page Follows]

IN WITNESS WHEREOF, the Corporation has caused this Third Certificate of Amendment to be signed by its President and Chief Executive Officer on this 10th day of March, 2016.

**REVOLUTION LIGHTING TECHNOLOGIES,
INC.**

By: /s/ Robert V. LaPenta

Name: Robert V. LaPenta

Title: President and Chief Executive Officer

Revolution Lighting Technologies Announces One-For-Ten Reverse Stock Split

Stamford, CT – March 10, 2016 – Revolution Lighting Technologies, Inc. (NASDAQ: RFLT) (“Revolution Lighting” or the “Company”), a leader in advanced LED lighting technology solutions, today announced that beginning with the opening trading on March 11, 2016, the Company’s common stock will trade on a split-adjusted basis on the NASDAQ, resulting from a one-for-ten reverse stock split to be effected in the form of one (1) share of common stock for each ten (10) outstanding shares of common stock. The reverse split was effected by the filing on March 10, 2016, of a Certificate of Amendment to the Company’s Amended and Restated Certificate of Incorporation, as amended, with the Secretary of State of the State of Delaware.

“Revolution Lighting is a dramatically different company than it was four years ago,” said Robert V LaPenta, CEO and Chairman of Revolution Lighting. “The reverse stock split is an important step in the growth of our company as we continue to focus on shareholder value, improving marketability and liquidity.”

When the reverse stock split becomes effective, every ten shares of RFLT’s issued and outstanding common stock will be automatically converted into one issued and outstanding share of RFLT common stock, with no change in par value per share or the authorized shares of the Company. This will reduce the number of outstanding shares of Revolution Lighting common stock from approximately 160 million to approximately 16 million.

The reverse stock split affects all shares of the Company’s common stock outstanding, and reduces the number of shares of common stock underlying the Company’s outstanding equity awards. As a result, each stockholder’s percentage ownership interest and proportional voting power remains unchanged and the rights and privileges of the holders of the Company’s common stock are unaffected. Stockholders are not required to take any action.

No fractional shares will be issued in connection with the reverse stock split. Following the completion of the reverse stock split, American Stock Transfer and Trust Company, LLC (“AST”), RFLT’s transfer agent and exchange agent for the reverse stock split, will aggregate all fractional shares that otherwise would have been issued as a result of the reverse stock split and those shares will be sold into the market. Stockholders who would otherwise hold a fractional share of RFLT common stock will receive a cash payment from the proceeds of that sale in lieu of such fractional share.

AST will address cash payment for fractional shares, and will provide instructions to stockholders with physical certificates representing shares of pre-split RFLT common stock regarding the process to exchange their pre-split stock certificates.



About Revolution Lighting Technologies, Inc.

Revolution Lighting Technologies, Inc. is a leader in the design, manufacture, marketing, and sale of LED lighting solutions focusing on the industrial, commercial and government markets in the United States, Canada, and internationally. Through advanced technology and aggressive new product development, Revolution Lighting has created an innovative, multi-brand, lighting company that offers a comprehensive advanced product platform. The company goes to market through its Seesmart brand, which designs, engineers and manufactures an extensive line of high-quality interior and exterior LED lamps and fixtures; Lighting Integration Technologies Inc., which sells and installs Seesmart products; Lumificent, which supplies LED illumination for the signage industry; Relume Technologies, a leading manufacturer of outdoor LED products; Sentinel, a revolutionary, patented and licensed monitoring and smart grid control system for outdoor lighting applications; and Energy Source, a full service turnkey solutions provider and installer of LED technology. Revolution Lighting Technologies markets and distributes its products through a network of independent sales representatives and distributors, as well as through energy savings companies and national accounts. Revolution Lighting Technologies trades on the NASDAQ under the ticker RVLTL. For additional information, please visit www.rvlti.com.

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