
**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): January 3, 2019

REVOLUTION LIGHTING TECHNOLOGIES, INC.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

000-23590
(Commission
File Number)

59-3046866
(IRS Employer
Identification No.)

**177 Broad Street,
Stamford, Connecticut**
(Address of principal executive offices)

06901
(Zip Code)

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

(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 (*see* General Instruction A.2. below):

- 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

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 13(a) of the Exchange Act.

Item 3.01. Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On January 3, 2019, the Company received a notification from the Nasdaq Stock Market (“Nasdaq”) informing the Company that, for the last 30 consecutive business days, the closing bid price for the Company’s common stock was below the minimum \$1.00 per share required pursuant to Nasdaq Listing Rule 5550(a)(2) (the “Bid Price Rule”). In accordance with Nasdaq Listing Rule 5810(c)(3)(A), the Company has been provided an initial period of 180 calendar days, or until July 2, 2019 (the “Compliance Date”), to regain compliance with the Bid Price Rule. During the initial compliance period, the Company’s common stock will continue to trade on the Nasdaq Capital Market. If, at any time before the Compliance Date, the closing bid price for the Company’s common stock is at least \$1.00 for a minimum of 10 consecutive business days, the Nasdaq staff will provide written notification to the Company that it complies with the Bid Price Rule.

As previously disclosed in the Company’s Form 8-K filed on November 20, 2018, Nasdaq has also notified the Company that it is not in compliance with Nasdaq Listing Rule 5250(c)(1) (the “Financial Reporting Rule”) and that its common stock is subject to delisting unless the Company is granted a 180-day exception period to regain compliance with the Financial Reporting Rule. The Company intends to submit a plan to regain compliance with the Financial Reporting Rule on or before January 14, 2019, monitor the closing bid price of its common stock and consider available options to regain compliance with the Bid Price Rule.

Forward-looking statements

Except for statements of historical fact, the matters discussed herein are “forward-looking statements” within the meaning of the applicable securities laws and regulations. The words “intends,” “estimates,” “expects,” “believes” and similar expressions are intended to identify forward-looking statements, although not all forward-looking statements contain these identifying words. Forward-looking statements, including statements regarding whether the Company will regain compliance with Nasdaq’s continued listing requirements, involve risks and uncertainties that may cause actual results to differ materially from those stated here. Factors that could cause actual results to differ materially from those in the forward-looking statements include, but are not limited to, whether the Company will be able to submit an acceptable plan to regain compliance with the Financial Reporting Rule, future volatility in the trading price of the Company’s common stock and the other risks described more fully in the Company’s filings with the SEC. Forward-looking statements reflect the views of the Company’s management as of the date hereof. The Company does not undertake to revise these statements to reflect subsequent developments.

SIGNATURE

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

Date: January 4, 2019

**REVOLUTION LIGHTING
TECHNOLOGIES, INC.**

By: /s/ James A. DePalma
James A. DePalma
Chief Financial Officer