
**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 7, 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 1.01 Entry into a Material Definitive Agreement

On March 7, 2019, the Special Committee of the Board of Directors of Revolution Lighting Technologies, Inc. (the "Company") received a letter from RVL 1, LLC, an affiliate of Robert V. LaPenta, Sr., the Company's Chairman, CEO and President, notifying the Company that it is withdrawing its prior proposal to acquire all of the outstanding shares of the Company's common stock and pursue a going-private transaction. A copy of the letter has been filed as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
99.1	<u>Letter, dated March 7, 2019, to the Special Committee of the Board of Directors of Revolution Lighting Technologies, Inc.</u>

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: March 8, 2019

**REVOLUTION LIGHTING
TECHNOLOGIES, INC.**

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

RVL 1, LLC
c/o Aston Capital LLC
177 Broad Street
Stamford, CT 06901

March 7, 2019

William D. Ingram
Dennis McCarthy
Stephen G. Virtue
Members of the Special Committee of the Board of Directors
Revolution Lighting Technologies, Inc.
177 Broad Street, 12th Floor
Stamford, CT 06901

Gentlemen:

We write in connection with our October 16, 2018 and November 14, 2018 letters (the "Offer Letters") regarding an offer to acquire all of the common stock of Revolution Lighting Technologies, Inc. (the "Company") on behalf of RVL 1, LLC (together with its affiliates and certain related persons, "we" or "us").

While we continue to believe in the desirability of the Company ceasing to continue as a publicly traded enterprise, given the publicly disclosed developments since our Offer Letters, we have reluctantly come to the conclusion that now is not the right time for us to pursue such a going private transaction.

We remain fully committed to the Company's success and seeking ways to ultimately maximize value for the Company and all of its stockholders.

We are available at your convenience, and look forward to constructively working with you to determine the best path for the Company to realize value for all of its stockholders.

Very truly yours,

RVL 1, LLC

By: /s/ Robert V. LaPenta

Name: Robert V. LaPenta

Title: Chief Executive Officer