

LIGHTING SCIENCE GROUP CORP

Form 3

September 04, 2009

FORM 3UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB
Number: 3235-0104Expires: January 31,
2005Estimated average
burden hours per
response... 0.5**INITIAL STATEMENT OF 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 *
Â KONINKLIJKE PHILIPS
ELECTRONICS NV

(Last) (First) (Middle)

BREITNER
CENTER,Â AMSTELPLEIN 2

(Street)

AMSTERDAM,Â P7Â 1096 BC

(City) (State) (Zip)

2. Date of Event Requiring
Statement
(Month/Day/Year)
08/27/20093. Issuer Name **and** Ticker or Trading Symbol
LIGHTING SCIENCE GROUP CORP [LSGC]4. Relationship of Reporting
Person(s) to Issuer5. If Amendment, Date Original
Filed(Month/Day/Year)

(Check all applicable)

____ Director ____X__ 10% Owner
____ Officer ____ Other
(give title below) (specify below)6. Individual or Joint/Group
Filing(Check Applicable Line)
X Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security
(Instr. 4)2. Amount of Securities
Beneficially Owned
(Instr. 4)3. Ownership
Form:
Direct (D)
or Indirect
(I)
(Instr. 5)4. Nature of Indirect Beneficial
Ownership
(Instr. 5)Reminder: Report on a separate line for each class of securities beneficially
owned directly or indirectly.

SEC 1473 (7-02)

**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.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security
(Instr. 4)2. Date Exercisable and
Expiration Date
(Month/Day/Year)Date Expiration
Exercisable Date3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)Title Amount or
Number of4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)6. Nature of Indirect
Beneficial Ownership
(Instr. 5)

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				Shares		or Indirect (I) (Instr. 5)	
Convertible Note <u>(1)</u>	Â <u>(2)</u>	Â <u>(3)</u>	Units <u>(1)</u>	4,970,179	\$ 1.006	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KONINKLIJKE PHILIPS ELECTRONICS NV BREITNER CENTER AMSTELPLEIN 2 AMSTERDAM,Â P7Â 1096 BC	Â	Â X	Â	Â

Signatures

/s/ Eric Coutinho on behalf of Koninklijke Philips Electronics N.V.	09/04/2009
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 Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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 August 27, 2009, in connection with a litigation settlement, the Issuer issued to the Reporting Person a convertible note (the "Convertible Note") in an aggregate amount of \$5,000,000 in consideration of a \$5,000,000 loan made by the Reporting Person to the Issuer. The Convertible Note is convertible into units (the "Units") upon the occurrence of certain events. Each Unit consists of (i) one share of the Issuer's Series D Non-Convertible Preferred Stock, and (ii) a Warrant to purchase one share of the Issuer's Common Stock. Accordingly, at the time the Convertible Note is converted into the Units, the Reporting Person will receive (i) 4,970,179 shares of Series D Non-Convertible Preferred Stock, and (ii) Warrants to purchase 4,970,179 shares of Common Stock. The Warrants are immediately exercisable after issuance at an exercise price of \$12.00 and expire on the twelfth anniversary of the issuance date.

The Convertible Note is not convertible at the option of the Reporting Person until the Certificate of Designation for the Series D Non-Convertible Preferred Stock is filed by the Issuer and becomes effective, as contemplated by the Convertible Note. The Convertible Note is not automatically convertible until the rights offering, as contemplated by the Convertible Note, is consummated or until the first business day following the date on which the Issuer provides the Reporting Person with written notice that Pegasus Partners IV, L.P. has converted its convertible note into Units.

The maturity date is the earliest of July 31, 2010 or the consummation of the rights offering, as contemplated by the Convertible Note or the first business day following the date on which the Issuer provides the Reporting Person with written notice that Pegasus Partners IV, L.P. has converted its convertible note into Units.

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

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