

LIGHTING SCIENCE GROUP CORP
 Form 3
 September 04, 2009

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

OMB APPROVAL

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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 * | | | 2. Date of Event Requiring Statement | | 3. Issuer Name and Ticker or Trading Symbol | |
| Â KONINKLIJKE PHILIPS ELECTRONICS NV | | | (Month/Day/Year) | | LIGHTING SCIENCE GROUP CORP [LSGC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| BREITNER CENTER,Â AMSTELPLEIN 2 | | | (Check all applicable) | | | |
| (Street) | | | ___ Director | | __X__ 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| AMSTERDAM,Â P7Â 1096 BC | | | ___ Officer | | ___ Other | __X__ Form filed by One Reporting Person |
| (City) | (State) | (Zip) | (give title below) | | (specify below) | ___ 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)

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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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

| | | | | | | | |
|-----------------------------|--------------|--------------|------------------|-----------|----------|----------------------------------|---|
| | | | | 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

__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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