

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

SCHEDULE 14A
(Rule 14a-101)

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

Proxy Statement Pursuant to Section 14(a) of The Securities Exchange Act of 1934

(Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Under Rule 14a-12

REAL GOODS SOLAR, Inc.

(Name of Registrant as Specified in Its Charter)

IROQUOIS MASTER FUND, LTD.
IROQUOIS CAPITAL INVESTMENT GROUP LLC
IROQUOIS CAPITAL MANAGEMENT, LLC
RICHARD ABBE
KIMBERLY PAGE

(Name of Persons(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
 - Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.
-

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

Iroquois Master Fund, Ltd., together with the other participants named herein (“Iroquois”), has filed a definitive proxy statement and accompanying **BLUE** proxy card with the Securities and Exchange Commission to be used to solicit “withhold” votes with respect to the election of the incumbent directors of Real Goods Solar, Inc., a Colorado corporation (“RGSE” or the “Company”), at the Company’s upcoming 2017 annual meeting of shareholders.

On August 31, 2017, Iroquois issued the following press release:

IROQUOIS CAPITAL COMMENTS ON REAL GOODS SOLAR’S 2017 ANNUAL MEETING OF SHAREHOLDERS

Cites Company’s Repeated Failures to Achieve a Quorum as Signs of Shareholder Frustration, Apathy and Lack of Confidence in the Company’s Leadership

Highlights Steep Decline in the Company’s Revenues and Stock Price and Warns Shareholders of Potential Further Dilution Ahead

Believes Material Changes in Executive Leadership, Board Composition, and Corporate Strategy Are Required to Drive Shareholder Value Creation at RGSE

Urges the Company to Immediately Provide Notice of a New 2017 Annual Meeting and Nomination Period to Ensure a True Democratic Process for Shareholders to Elect Board Representatives

NEW YORK, August 31, 2017 /PRNewswire/ -- Iroquois Capital Management, LLC, (together with funds managed by it, “Iroquois”), one of the largest shareholders of Real Goods Solar, Inc. (“RGSE” or the “Company”) (NASDAQ: RGSE), issued a statement today on the Company’s 2017 Annual Meeting of Shareholders (the “Annual Meeting”) held on August 23, 2017, which has been adjourned to October 4, 2017 for the Company’s failure to achieve a quorum.

“First, the RGSE Board fast-tracked the 2017 Annual Meeting in a way that made it virtually impracticable for shareholders to nominate director candidates. Now after failing to achieve a quorum at a shareholder meeting for the second time this summer, Iroquois calls on the Board to stop wasting shareholder capital and immediately commit to holding a new 2017 Annual Meeting with a new nomination period so shareholders can democratically elect their Board representatives. Adjourning the failed 2017 Annual Meeting seems to be a ploy to delay and perpetuate the destructive status quo. Clearly, management and the Board have serious issues if they cannot even mobilize one-third of their shareholder base. For too long the Board has failed to address what we believe is the underlying cause for shareholders’ apparent frustration and disinterest in the Company – management’s failed business model. Iroquois reminds shareholders that the Company’s revenues decreased 18% from the first to the second quarter of 2017. Iroquois views the previous quarter as a dramatic step backward for the Company given the fact that the Company now needs to increase revenues by 400% quarter-over-quarter just to break even.

Iroquois believes the primary factors contributing to the Company’s losses in the solar energy industry include:

- the Company’s uncompetitive and undifferentiated position in the residential solar installation market as it faces low or negative margins in competing with other larger installers who bundle financing products with their installation service offerings, as well as low-priced local electricians, roofers, HVAC technicians and other installers and
 - the Company’s geographic dispersion, resulting in high overhead costs incurred to comply with various local power market and state rules and regulation, install conditions, construction standards and legal frameworks, which offsets any savings on bulk equipment purchases.
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Iroquois believes that the Board's decision to invest in new product offerings based on developing technologies (such as batteries and storage) will only add to the Company's cash flow problems following the steep decline in revenues from its core business and its receipt of a second delisting notice from The Nasdaq Stock Market ("NASDAQ"). In order for its shares to continue to trade on NASDAQ, the Company will be forced to complete a second reverse stock split and dilute what little shareholder value is left, as almost 85% of the Company's market cap has been eroded since the previous reverse stock split earlier this year.

Given the current leadership's actions, including its refusal to take a single question from shareholders during the Company's second quarter conference call, despite CEO Dennis Lacey having begun the call by talking about how the Company prides itself on being 'transparent', Iroquois continues to believe the current Board is either not interested in, or incapable of, addressing shareholders' serious concerns. Because of this, Iroquois believes the Board and management must be immediately reconstituted in order to save the Company."

About Iroquois Capital Management, LLC

Iroquois Capital Management, LLC is a New York-based investment adviser that provides investment advisory services to Iroquois Master Fund Ltd., a privately pooled investment vehicle.

Investor Contact

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