

ORION ENERGY SYSTEMS, INC.

Form 8-K

June 12, 2012

**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): June 7, 2012

**ORION ENERGY SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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Wisconsin  
(State or other jurisdiction

01-33887  
(Commission

39-1847269  
(IRS Employer

of incorporation)

File Number)

Identification No.)

2210 Woodland Drive, Manitowoc, Wisconsin 54220

(Address of principal executive offices, including zip code)

(920) 892-9340

(Registrant's telephone number, including area code)

Not Applicable

(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:

- .. 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))

**Item 2.02.**      **Results of Operations and Financial Condition.**

On June 7, 2012, Orion Energy Systems, Inc. (the Company ) issued a press release announcing its financial results for its re-stated full fiscal-year ended March 31, 2011, full fiscal-year ended March 31, 2012 and its fiscal 2012 fourth quarter. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. Also furnished as Exhibit 99.2 is certain supplemental information posted on the Company s website at [www.oesx.com](http://www.oesx.com).

**Item 9.01(d).**      **Financial Statements and Exhibits.**

Exhibit 99.1      Press Release of Orion Energy Systems, Inc., dated June 7, 2012.

Exhibit 99.2      Supplemental Financial Information.

**SIGNATURES**

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.

**ORION ENERGY SYSTEMS, INC.**

Date: June 12, 2012

By: */s/* Scott R. Jensen  
Scott R. Jensen  
Chief Financial Officer