

ORION ENERGY SYSTEMS, INC.

Form 4

February 24, 2015

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN 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 \*  
Scribante John H

2. Issuer Name and Ticker or Trading Symbol  
ORION ENERGY SYSTEMS, INC.  
[OESX]

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
2210 WOODLAND DRIVE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/20/2015

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

MANITOWOC, WI 54220

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock                    | 02/20/2015                           |  | P <sup>(1)</sup>               | V Amount (D) Price<br>11,429 (1) A \$ 3.5                         | 244,457   | D  |                                   |
| Common Stock                    |                                      |  |                                |   | 38,333  | I  | By TMS Trust <sup>(2)</sup>       |
| Common Stock                    |                                      |  |                                |   | 23,815  | I  | By Garden Villa on 3rd LLC        |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price or Deriv Secur (Instr. 3) |                            |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|------------------------------------|----------------------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title                              | Amount or Number of Shares |
| Stock Options (right to buy)               | \$ 2.5   |                                      |  |                                |   | <u>(3)</u>   | 06/02/2016  | Common Stock                       | 40,000                     |
| Stock Options (right to buy)               | \$ 5.35  |                                      |  |                                |   | <u>(4)</u>   | 08/08/2018  | Common Stock                       | 21,452                     |
| Stock Options (right to buy)               | \$ 3.78  |                                      |  |                                |   | <u>(5)</u>   | 05/19/2019  | Common Stock                       | 11,759                     |
| Stock Options (right to buy)               | \$ 3.01  |                                      |  |                                |   | <u>(6)</u>   | 09/01/2019  | Common Stock                       | 250,000                    |
| Stock Options (right to buy)               | \$ 3.46  |                                      |  |                                |   | <u>(7)</u>   | 05/18/2020  | Common Stock                       | 16,731                     |
| Stock Options (right to buy)               | \$ 2.03  |                                      |  |                                |   | <u>(8)</u>   | 06/12/2022  | Common Stock                       | 100,000                    |
| Stock Options (right to buy)               | \$ 1.62  |                                      |  |                                |   | <u>(9)</u>   | 11/12/2022  | Common Stock                       | 100,000                    |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Scribante John H<br>2210 WOODLAND DRIVE<br>MANITOWOC, WI 54220 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ Steven R. Barth, Attorney-in-Fact for John H. Scribante 02/24/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(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).

- (1) These shares were purchased by the Reporting Person in an underwritten public offering at the public offering price.
- (2) By the John H. Scribante and Tina M. Scribante TR UA 06/05/01 TMS Trust.
- (3) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted June 2, 2006, became fully exercisable on March 31, 2011.
- (4) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted August 8, 2008, vests and becomes exercisable in 20% increments on August 8, 2009, 2010, 2011, 2012 and 2013, respectively.
- (5) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 19, 2009, vests and becomes exercisable in 20% increments on May 19, 2010, 2011, 2012, 2013 and 2014, respectively.
- (6) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted September 1, 2009, will vest and become exercisable in 50,000 share increments when the average trading price of the Issuer's common stock equals or exceeds \$4.00, \$5.00, \$6.00, \$7.00 and \$ 8.00 per share.
- (7) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 18, 2010, vests and becomes exercisable in 20% increments on May 18, 2011, 2012, 2013, 2014 and 2015, respectively.
- (8) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted June 12, 2012, vests and becomes exercisable in 20% increments on June 12, 2013, 2014, 2015, 2016 and 2017, respectively.
- (9) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted November 12, 2012, vests and becomes exercisable in three equal installments on November 12, 2013, 2014 and 2015, respectively.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.