

ORION ENERGY SYSTEMS, INC.

Form 4

May 27, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Rich Elizabeth G

(Last) (First) (Middle)

ELIZABETH GAMSKY RICH &
ASSOCIATES SC, 637 WALTON
DRIVE, SUITE 1

(Street)

PLYMOUTH, WI 53073

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
05/26/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/26/2015		A ⁽¹⁾	12,217	A \$ 0 29,101	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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

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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. De Se (In
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 2.86					08/10/2011 ⁽²⁾ 08/10/2020	Common Stock	19,912
Stock Options (right to buy)	\$ 4.19					05/23/2012 ⁽³⁾ 05/23/2021	Common Stock	22,045
Stock Options (right to buy)	\$ 2.03					06/12/2013 ⁽⁴⁾ 06/12/2022	Common Stock	26,646
Stock Options (right to buy)	\$ 2.41					12/31/2013 ⁽⁵⁾ 05/28/2023	Common Stock	36,568

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Rich Elizabeth G ELIZABETH GAMSKY RICH & ASSOCIATES SC 637 WALTON DRIVE, SUITE 1 PLYMOUTH, WI 53073	X

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Elizabeth G. Rich 05/27/2015

__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) Restricted stock granted to the reporting person under the 2004 Stock and Incentive Awards Plan. The restricted stock vests and becomes exercisable with respect to 1/3 of the restricted stock on each of May 26, 2016, 2017 and 2018, respectively.
- (2) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted August 10, 2010, vests and becomes exercisable in three equal installments on August 10, 2011, 2012 and 2013, respectively.
- (3) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 23, 2011, vests and becomes exercisable in three equal installments on May 23, 2012, 2013 and 2014, respectively.
- (4) 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 three equal installments on June 12, 2013, 2014 and 2015, respectively.
- (5) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 28, 2013, vests and becomes exercisable in three equal installments on December 31, 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.

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