

ORION ENERGY SYSTEMS, INC.

Form 4

May 19, 2014

FORM 4

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

OMB APPROVAL

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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)
05/15/2014

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)
			Code	V Amount (A) or (D) Price			
Common Stock	05/15/2014		A ⁽¹⁾	75,478 A \$ 0	208,028 ⁽²⁾	D	
Common Stock	05/15/2014		M	25,000 A \$ 2.25	233,028	D	
Common Stock					38,333 ⁽²⁾	I	By TMS Trust ⁽³⁾
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.

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(9-02)

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)	
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Stock Options (right to buy)	\$ 2.25	05/15/2014		M		25,000		<u>(4)</u>	07/31/2014	Common Stock	25,000
Stock Options (right to buy)	\$ 2.5							<u>(5)</u>	06/02/2016	Common Stock	40,000
Stock Options (right to buy)	\$ 5.35							<u>(6)</u>	08/08/2018	Common Stock	21,452
Stock Options (right to buy)	\$ 3.78							<u>(7)</u>	05/19/2019	Common Stock	11,759
Stock Options (right to buy)	\$ 3.01							<u>(8)</u>	09/01/2019	Common Stock	250,000
Stock Options (right to buy)	\$ 3.46							<u>(9)</u>	05/18/2020	Common Stock	16,731
Stock Options (right to buy)	\$ 2.03							<u>(10)</u>	06/12/2022	Common Stock	100,000
	\$ 1.62							<u>(11)</u>	11/12/2022		100,000

Stock
Options
(right to
buy)

Common
Stock

Reporting Owners

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

Signatures

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

05/19/2014

__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 15, 2015, 2016 and 2017, respectively.
 - (2) Shares previously reported as directly held by the reporting person were transferred to the TMS Trust in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13.
 - (3) By the John H. Scribante and Tina M. Scribante TR UA 06/05/01 TMS Trust.
 - (4) Grant to reporting person of option to buy shares under the 2003 Stock Option Plan. This option, granted July 31, 2004, became fully exercisable on March 31, 2010.
 - (5) 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.
 - (6) 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.
 - (7) 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.
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.
 - (8) 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.
 - (9) 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.
 - (10) 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.
 - (11)

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.