

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.

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