

ORION ENERGY SYSTEMS, INC.

Form 3

January 03, 2014

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Meade Marc		(Month/Day/Year)	ORION ENERGY SYSTEMS, INC. [OESX]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
2210 WOODLAND DRIVE			(Check all applicable)	
(Street)			___ Director	___ 10% Owner
			<input checked="" type="checkbox"/> Officer	___ Other
MANITOWOC, Â WI Â 54220			(give title below)	(specify below)
(City)	(State)	(Zip)	Executive Vice President	
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				___ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	7,292	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Stock Options (right to buy)	02/01/2011 <sup>(1)</sup>	02/01/2020	Common Stock	5,000	\$ 4.7	D	Â
Stock Options (right to buy)	05/18/2011 <sup>(2)</sup>	05/18/2020	Common Stock	20,000	\$ 3.46	D	Â
Stock Options (right to buy)	11/01/2011 <sup>(3)</sup>	11/01/2020	Common Stock	25,000	\$ 3.45	D	Â
Stock Options (right to buy)	02/01/2014 <sup>(4)</sup>	02/01/2023	Common Stock	20,000	\$ 2.05	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Meade Marc 2210 WOODLAND DRIVE MANITOWOC, WI 54220	Â	Â	Â Executive Vice President	Â

## Signatures

/s/ John J. Wolfel, Attorney-in-Fact for Marc Meade  
Date: 01/03/2014

\_\_\_\_\_  
Signature of Reporting Person

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted February 1, 2010, vests and becomes exercisable in 20% increments on February 1, 2011, 2012, 2013, 2014 and 2015, respectively.
- (2) 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 10% increments on May 18, 2011, 2012, 2013, 2014, 2015, 2016, 2017, 2018, 2019 and 2020, respectively.
- (3) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted November 1, 2010, vests and becomes exercisable in 20% increments on November 1, 2011, 2012, 2013, 2014 and 2015, respectively.
- (4) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted February 1, 2013, vests and becomes exercisable in 20% increments on February 1, 2014, 2015, 2016, 2017 and 2018, 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.