

ORION ENERGY SYSTEMS, INC.

Form 8-K

August 11, 2014

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): August 6, 2014

ORION ENERGY SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

| | | |
|---|---|--|
| Wisconsin (State or other jurisdiction of incorporation) | 01-33887 (Commission File Number) | 39-1847269 (IRS Employer Identification No.) |
|---|---|--|

2210 Woodland Drive, Manitowoc, Wisconsin
(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 5.07(a) and (b) Submission of Matters to a Vote of Security Holders.

On August 6, 2014, Orion Energy Systems, Inc. (the “Company”) held its 2014 annual meeting of shareholders. As of the June 12, 2014 record date for the determination of the shareholders entitled to notice of, and to vote at, the annual meeting, 21,737,725 shares of common stock were outstanding and entitled to vote, each entitled to one vote per share. Approximately 86% of all votes were represented at the annual meeting in person or by proxy. At the annual meeting, the Company’s shareholders voted on the following proposals:

Proposal One: To elect four Class I directors, John H. Scribante, Michael J. Potts, Kenneth L. Goodson, Jr. and Elizabeth Gamsky Rich, to serve until the 2017 annual meeting of shareholders and until their successors are duly elected and qualified. In accordance with the voting results listed below, each of the nominees were elected to serve as directors.

| Name | For | Withheld | Broker Non-Votes |
|------------------------|------------|----------|------------------|
| John H. Scribante | 11,831,281 | 351,696 | 6,451,628 |
| Michael J. Potts | 11,765,979 | 416,998 | 6,451,628 |
| Kenneth L. Goodson, Jr | 11,856,785 | 326,192 | 6,451,628 |
| Elizabeth Gamsky Rich | 11,789,404 | 393,573 | 6,451,628 |

Proposal Two: To conduct an advisory vote to approve the compensation of the Company’s named executive officers as disclosed in the Company’s Definitive Proxy Statement. In accordance with the voting results listed below, the Company’s executive compensation as disclosed in the Company’s Definitive Proxy Statement has been approved.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 11,808,966 | 333,213 | 40,798 | 6,451,628 |

Proposal Three: To ratify BDO USA, LLP to serve as the Company’s independent registered public accounting firm for fiscal year 2015. In accordance with the voting results listed below, BDO USA, LLP will serve as the independent registered certified public accountants for fiscal 2015.

| For | Against | Abstain | Broker Non-Votes |
|------------|---------|---------|------------------|
| 18,196,703 | 385,517 | 52,385 | 0 |

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.

Date: August 11, 2014

ORION ENERGY SYSTEMS, INC.

By: /s/ Scott R. Jensen

Scott R. Jensen

Chief Financial Officer