

ORION ENERGY SYSTEMS, INC.  
Form 8-K  
May 14, 2010

**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): May 14, 2010**

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

<b>Wisconsin</b> (State or other Jurisdiction of Incorporation)	<b>01-33887</b> (Commission File Number)	<b>39-1847269</b> (IRS Employer Identification No.)
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<b>2210 Woodland Drive, Manitowoc, WI</b> (Address of Principal Executive Offices)	<b>54220</b> (Zip Code)
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Registrant's telephone number, including area code: **(920) 892-9340**

**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 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

(a) Not applicable.

(b) James R. Kackley will be retiring as President and Chief Operating Officer of Orion Energy Systems, Inc. (the Company ) effective May 14, 2010. He will continue to serve as a director of the Company and has been nominated by the Company s Board of Directors and intends to stand for re-election as a director at the Company s 2010 annual meeting of shareholders.

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

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**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: May 14, 2010

By: /s/ Neal R. Verfuert  
Neal R. Verfuert  
Chairman and Chief Executive Officer

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