
**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): March 25, 2010

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))
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Item 3.01 Notice of Delisting or Failure to Satisfy a Continued Listing Rule or Standard; Transfer of Listing.

On March 25, 2010, Orion Energy Systems, Inc. (the "Company") provided written notice to The Nasdaq Stock Market LLC that the Company expects to voluntarily cease trading on the Nasdaq Global Market prior to the opening of trading on April 6, 2010, and intends to transfer its listing to NYSE Amex LLC ("NYSE Amex") to commence trading on April 6, 2010. The Company's common stock has been approved for listing on NYSE Amex, and will continue to trade under the stock symbol "OESX." The Company is listing its common stock on NYSE Amex because it believes that doing so will give it added visibility in the financial markets, increase the liquidity of its common stock, provide it with the advantages of a designated market maker and enhance its investor outreach.

A copy of the press release issued by the Company in connection with its move from the Nasdaq Global Market to NYSE Amex is attached hereto as Exhibit 99.1 and is incorporated herein by reference.

Item 9.01 Financial Statements and Exhibits.

1. Not applicable.
 2. Not applicable.
 3. Not applicable.
 4. Exhibits. The following exhibit is being furnished herewith:
(99.1) Press release issued on March 25, 2010.
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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: March 25, 2010

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

ORION ENERGY SYSTEMS, INC.
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EXHIBIT INDEX

Exhibit
Number

(99.1) Press release issued on March 25, 2010.



Orion Energy Systems, Inc. to Switch Stock Exchange Listing to NYSE Amex

MANTOWOC, Wis., March 25, 2010 (GlobeNewswire via COMTEX News Network) — Orion Energy Systems, Inc. (Nasdaq:OESX) today announced that it will voluntarily transfer its stock exchange listing from the NASDAQ Global Market to NYSE Amex LLC, an equities market of the NYSE Euronext ("NYSE Amex"). Orion's common stock has been approved for listing on NYSE Amex, where it expects to begin trading on April 6, 2010, using the company's current symbol "OESX." The company will continue to trade on the NASDAQ Global Market until the transfer is completed.

"We are excited about our move to NYSE Amex, which we believe will give us added visibility in the financial markets, increase the liquidity of our common stock, provide us with the advantages of a designated market maker and further enhance our investor outreach as we continue to build shareholder value," said Neal Verfuether, Orion's Chairman and Chief Executive Officer.

"We are pleased to welcome Orion Energy Systems to NYSE Amex," said Scott Cutler, NYSE Euronext EVP and Head of Listings, Americas. "The company and its shareholders will benefit from their association with the NYSE's superior market, services and network of leading companies, and we look forward to a lasting partnership."

Orion Energy Systems, Inc.

Orion Energy Systems, Inc. is a leading power technology enterprise that designs, manufactures and implements energy management systems, consisting primarily of high-performance, energy-efficient lighting platforms, intelligent wireless control systems and direct renewable solar technology for commercial and industrial customers without compromising their operations.

Safe Harbor Statement

Certain matters discussed in this press release are "forward-looking statements" intended to qualify for the safe harbors from liability established by the Private Securities Litigation Reform Act of 1995. These forward-looking statements may generally be identified as such because the context of such statements will include words such as "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "will," "would" or words of similar import. Similarly, statements that describe future plans, objectives or goals are also forward-looking statements. Such forward-looking statements are subject to certain risks and uncertainties that could cause results to differ materially from those expected, including, but not limited to, the following: (i) further deterioration of market condition, including customer capital expenditure budgets; (ii) Orion's ability to compete in a highly competitive market and its ability to respond successfully to market competition; (iii) increasing duration of customer sales cycles; (iv) the market acceptance of Orion's products and services, including the Orion Virtual Power Plant; (v) price fluctuations, shortages or interruptions of component supplies and raw materials used to manufacture Orion's products; (vi) loss of one or more key customers or suppliers, including key contacts at such customers; (vii) a reduction in the price of electricity; (viii) the cost to comply with, and the effects of, any current and future government regulations, laws and policies; (ix) increased competition from government subsidies and utility incentive programs; (x) dependence on customers' capital budgets for sales of products and services; (xi) Orion's development of, and participation in, new product and technology offerings or applications; (xii) legal proceedings, including the securities litigation pending against Orion; and (xiii) potential warranty claims. Shareholders, potential investors and other readers are urged to consider these factors carefully in evaluating the forward-looking statements and are cautioned not to place undue reliance on such forward-looking statements.

The forward-looking statements made herein are made only as of the date of this press release and Orion undertakes no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise. More detailed information about factors that may affect our performance may be found in our filings with the Securities and Exchange Commission, which are available at <http://www.sec.gov> or at <http://www.oriones.com> in the Investor Relations section of our Web site.

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