## SEC Form 4

Instruction 1(b)

## FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See

UNITED STATES	SECURITIES	AND EXCHANGE	COMMISSION

Washington, D.C. 20549

OMB APPROVAL

3235-0287

0.5

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934	OMB Number: Estimated average b	32
	hours per response:	
or Section 30(h) of the Investment Company Act of 1940		

1. Name and Address of Reporting Person* <u>RICHSTONE ELLEN B</u>		on <sup>*</sup>	2. Issuer Name and Ticker or Trading Symbol <u>ORION ENERGY SYSTEMS, INC.</u> [ OESX ]		tionship of Reporting Pers all applicable) Director Officer (give title	con(s) to Issuer 10% Owner Other (specify
(Last) 2210 WOODLA	(First) ND DRIVE	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 06/11/2024		below)	below)
(Street) MANITOWOC		54220	4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Indiv Line)	idual or Joint/Group Filing Form filed by One Repo Form filed by More than Person	rting Person
(City)	(State)	(Zip)	Rule 10b5-1(c) Transaction Indication Check this box to indicate that a transaction was made pursuant t satisfy the affirmative defense conditions of Rule 10b5-1(c). See I	o a contra nstruction	act, instruction or written plan 10.	that is intended to

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned
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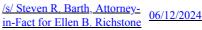
1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)						5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(
Common Stock	06/11/2024		Α		27,523 <sup>(1)</sup>	Α	\$ <mark>0</mark>	236,784	D	

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exerc Expiration Da (Month/Day/Y	Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

Explanation of Responses:

1. Restricted stock granted to the reporting person under the Orion Energy Systems, Inc. 2016 Omnibus Incentive Plan, as amended. The restricted stock vests and becomes exercisable with respect to 1/3 of the restricted stock on each of June 11, 2025, 2026 and 2027, respectively.



\*\* Signature of Reporting Person Date

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

 $^{*}$  If the form is filed by more than one reporting person, see Instruction 4 (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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.