

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): April 14, 2009

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.)

1204 Pilgrim Road, Plymouth, Wisconsin 53073

(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 2.02. Results of Operations and Financial Condition.**

On April 14, 2009, Orion Energy Systems, Inc. (the "Company") issued a press release regarding its preliminary financial results for the fiscal year ended March 31, 2009. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K and is incorporated by reference herein.

The information in this Current Report on Form 8-K and the exhibit attached hereto shall not be deemed "filed" for purposes of Section 18 of the Securities Exchange Act of 1934 (the "Exchange Act") or otherwise subject to the liabilities of that section, nor shall such information or exhibit be deemed incorporated by reference in any filing under the Securities Act of 1933 or the Exchange Act, regardless of any general incorporation language in such filing.

**Item 9.01. Financial Statements and Exhibits.**

- (a) Not applicable.  
(b) Not applicable.  
(c) Not applicable.  
(d) Exhibits. The following exhibit is being furnished herewith:

(99.1) Press Release of Orion Energy Systems, Inc., dated April 14, 2009.

**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: April 14, 2009

By: /s/ Neal R. Verfuerrh  
Neal R. Verfuerrh  
President and Chief Executive Officer

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Exhibit  
Number

(99.1) Press Release of Orion Energy Systems, Inc., dated April 14, 2009.

## **Orion Energy Systems, Inc. Announces Preliminary Fiscal 2009 Annual Revenues and Earnings Per Share Estimates**

**PLYMOUTH, WI, April 14, 2009** – Orion Energy Systems, Inc. (NASDAQ: OESX), a leading provider of energy management systems to the commercial and industrial sectors, announced today that, on a preliminary basis, annual revenues for its fiscal year ended March 31, 2009 are currently expected to be between \$71 million and \$73 million and that earnings per share are expected to be between \$0.01 and \$0.03 per fully diluted share. Orion's preliminary results for its fiscal 2009 are unaudited and remain subject to finalization, revision and adjustment, including any revisions and adjustments that may result from the fiscal year end financial statement closing and audit processes.

"As we commented earlier this year, the global recession has presented significant headwinds in the form of declining customer capital expenditure budgets, lengthening customer sales cycles, accelerated plant closures and job losses of key contacts at our existing customers. These challenges delayed several significant national account opportunities, and had meaningful impact on our fourth quarter results," commented Neal Verfuert, CEO of Orion Energy Systems. "We strongly believe that these opportunities are still alive, as indicated by several purchase orders we have already received from these delayed opportunities since the quarter ended. We remain hopeful that this trend continues and that we capture these revenues in fiscal 2010."

### **Conference Call**

Orion will host a conference call on Tuesday, April 14, at 11:00 a.m. Eastern (10:00 a.m. Central/8:00 a.m. Pacific) to discuss details regarding its fourth quarter performance. Domestic callers may access the earnings conference call by dialing 877-874-1567 (International callers, dial 719-325-4792). Investors and other interested parties may also go to the Investor Relations section of Orion's website at <http://investor.orionenergy.com/events.cfm> for a live webcast of the conference call. To ensure a timely connection, it is recommended that users register at least 15 minutes prior to the scheduled webcast. An audio replay of the earnings conference call will be available shortly after the call and will remain available through Thursday, April 23, 2009. The replay can be accessed by dialing 888-203-1112. International callers should dial 719-457-0820. The replay passcode for all callers is 8349332.

### **Release of Fourth Quarter and Annual Financial Results**

Orion will provide complete financial results and additional commentary pertaining to fiscal 2009 when it reports its fiscal 2009 fourth quarter and annual results on Thursday, May 14, 2009. Details on the conference call for investors and analysts will be provided in a separate news release.

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**Orion Energy Systems, Inc. (Nasdaq: OESX)** is a leading power technology enterprise that designs, manufactures and implements energy management systems, consisting primarily of high-performance, energy efficient lighting systems and controls and related services, for commercial and industrial customers without compromising their quantity or quality of light.

### **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 conditions; (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 as 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 subsidiaries and utility incentive programs; (x) dependence on customers' capital budgets for sales of products and services; (xi) Orion's ability to effectively manage its anticipated growth; (xii) potential warranty claims; and (xiii) final revisions and adjustments to our estimated fiscal 2009 results based on our fiscal year end financial statement closing and audit processes. 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.orionenergy.com> in the Investor Relations section of our website.