

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. ___)*

ORION ENERGY SYSTEMS

(Name of Issuer)

Common Stock

(Title of Class of Securities)

686275108

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

(Continued on following page(s))

Page 1 of 7 Pages

CUSIP No. 686275108

1 NAMES OF REPORTING PERSONS
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Neal R. Verfuert

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)

Not Applicable

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF

5

SOLE VOTING POWER

SHARES	2,789,306 ⁽¹⁾
BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	6 SHARED VOTING POWER
	0
	7 SOLE DISPOSITIVE POWER
	2,789,306 ⁽¹⁾
	8 SHARED DISPOSITIVE POWER
	0
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
	2,789,306 ⁽¹⁾
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
	Not Applicable []
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
	11.0% ⁽¹⁾
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
	IN

(1) Includes (a) 1,957,861 shares held by Neal R. Verfueth; (b) 4,546 shares issuable upon the exercise of stock options held by Neal R. Verfueth that are exercisable within 60 days of December 31, 2007; (c) 759,234 shares held by Patricia A. Verfueth and (d) 67,665 shares issuable upon the exercise of stock options held by Patricia A. Verfueth that are exercisable within 60 days of December 31, 2007. Neal R. Verfueth and Patricia A. Verfueth are husband and wife and as such, each is deemed to be the beneficial owner of shares held by the other.

CUSIP No. 686275108

1	NAMES OF REPORTING PERSONS I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)
	Patricia A. Verfueth
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (SEE INSTRUCTIONS)
	Not Applicable (a) [] (b) []
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION
	United States
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:	5 SOLE VOTING POWER
	2,789,306 ⁽¹⁾
	6 SHARED VOTING POWER
	0
	7 SOLE DISPOSITIVE POWER

		2,789,306 ⁽¹⁾
	8	SHARED DISPOSITIVE POWER
PERSON WITH:	0	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
		2,789,306 ⁽¹⁾
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)	
		Not Applicable []
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
		11.0% ⁽¹⁾
12	TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)	
		IN

(1) Includes (a) 1,957,861 shares held by Neal R. Verfuert; (b) 4,546 shares issuable upon the exercise of stock options held by Neal R. Verfuert that are exercisable within 60 days of December 31, 2007; (c) 759,234 shares held by Patricia A. Verfuert and (d) 67,665 shares issuable upon the exercise of stock options held by Patricia A. Verfuert that are exercisable within 60 days of December 31, 2007. Neal R. Verfuert and Patricia A. Verfuert are husband and wife and as such, each is deemed to be the beneficial owner of shares held by the other.

CUSIP No. 686275108

Item 1(a). Name of Issuer:

Orion Energy Systems, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

1204 Pilgrim Road
Plymouth, WI 53073

Item 2(a). Name of Person Filing:

The persons filing this Schedule 13G are Neal R. Verfuert and Patricia A. Verfuert.

Item 2(b). Address of Principal Business Office or, if none, Residence:

(for both Neal R. Verfuert and Patricia A. Verfuert)
1204 Pilgrim Road
Plymouth, WI 53073

Item 2(c). Citizenship:

Neal R. Verfuert and Patricia A. Verfuert are United States citizens.

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

686275108

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not Applicable

CUSIP No. 686275108

Item 4. Ownership

Neal R. Verfuert

- (a) Amount Beneficially Owned: 2,789,306⁽¹⁾
- (b) Percent of Class: 11.0%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 2,789,306⁽¹⁾
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 2,789,306⁽¹⁾
 - (iv) shared power to dispose or to direct the disposition of: 0

Patricia A. Verfuert

- (a) Amount Beneficially Owned: 2,789,306⁽¹⁾
- (b) Percent of Class: 11.0%
- (c) Number of shares as to which such person has:
 - (i) sole power to vote or to direct the vote: 2,789,306⁽¹⁾
 - (ii) shared power to vote or to direct the vote: 0
 - (iii) sole power to dispose or to direct the disposition of: 2,789,306⁽¹⁾
 - (iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable

(1) Includes (a) 1,957,861 shares held by Neal R. Verfuert; (b) 4,546 shares issuable upon the exercise of stock options held by Neal R. Verfuert that are exercisable within 60 days of December 31, 2007; (c) 759,234 shares held by Patricia A. Verfuert and (d) 67,665 shares issuable upon the exercise of stock options held by Patricia A. Verfuert that are exercisable within 60 days of December 31, 2007. Neal R. Verfuert and Patricia A. Verfuert are husband and wife and as such, each is deemed to be the beneficial owner of shares held by the other.

CUSIP No. 686275108

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

Exhibits. Exhibit 1 Agreement to file Schedule 13G jointly.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2008

/s/ Neal R. Verfuert

Neal R. Verfuert

/s/ Patricia A. Verfuert

Patricia A. Verfuert

Page 6 of 7 Pages

CUSIP No. 686275108

EXHIBIT 1

AGREEMENT dated as of February 12, 2008 by and among Neal R. Verfuert and Patricia A. Verfuert, citizens of the United States..

WHEREAS, in accordance with Rule 13d-1(k) of the Securities Exchange Act of 1934 (the "Act"), only one such statement need be filed whenever two or more persons are required to file a statement pursuant to Section 13(d) of the Act with respect to the same securities, provided that said persons agree in writing that such statement is filed on behalf of each of them.

NOW, THEREFORE, in consideration of the premises and mutual agreements herein contained, the parties hereto agree as follows:

Neal R. Verfuert and Patricia A. Verfuert hereby agree, in accordance with Rule 13d-1(k) under the Act, to file one Statement on Schedule 13G relating to their ownership of the Common Stock of Orion Energy Systems, Inc. and hereby further agree that said Statement shall be filed on behalf of Neal R. Verfuert and Patricia A. Verfuert. Nothing herein shall be deemed to be an admission that the parties hereto, or any of them, are members of a "group" (within the meaning of Section 13(d) of the Act and the rules promulgated thereunder) with respect to any securities of Orion Energy Systems, Inc.

IN WITNESS WHEREOF, the parties have executed this agreement as of the date first written above.

/s/ Neal R. Verfuert

Neal R. Verfuert

/s/ Patricia A. Verfuert

Patricia A. Verfuert

Page 7 of 7 Pages