

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

FORM 8-K/A

AMENDMENT NO. 1 TO

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of
the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): September 10, 2008

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))

The undersigned registrant hereby amends Item 5.02 of the registrant's Current Report on Form 8-K, dated September 10, 2008, to read in its entirety as set forth below.

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

On September 10, 2008, Eckhart G. Grohmann retired from the Board of Directors (the "Board") of Orion Energy Systems, Inc. (the "Company"), effective at the conclusion of the Company's 2008 annual shareholders' meeting held on that date.

The Board appointed Mr. Roland G. Stephenson as a director of the Company on September 10, 2008 to fill the vacancy on the Board created by Mr. Grohmann's retirement. Mr. Stephenson is the President and Chief Executive Officer and a significant shareholder of Faith Technologies, Inc., a national electrical contractor firm based in Appleton, Wisconsin ("Faith Technologies").

During the Company's fiscal 2008, the Company paid Faith Technologies approximately \$365,000 for electrical contractor services, and Faith Technologies paid the Company approximately \$230,000 for products.

On October 2, 2008, the Board appointed Mr. Stephenson to the Board's Audit Committee, which is the only committee of the Board to which he has been appointed to date.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this amendment to report to be signed on its behalf by the undersigned hereunto duly authorized.

ORION ENERGY SYSTEMS, INC.

Date: October 3, 2008

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