

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPROVAL	
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person* <u>Green Scott A.</u>  (Last) (First) (Middle) 2210 WOODLAND DRIVE  (Street) MANITOWOC WI 54220  (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ORION ENERGY SYSTEMS, INC. [ OESX ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <b>Chief Operating Officer</b>
	3. Date of Earliest Transaction (Month/Day/Year) 11/14/2019	
4. If Amendment, Date of Original Filed (Month/Day/Year) 11/18/2019		

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	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			
Common Stock	11/14/2019		S		19,145	D	\$3.272 <sup>(3)</sup>	163,743 <sup>(1)(2)</sup>	I	By ANKMC, LLC <sup>(4)</sup>
Common Stock	11/14/2019		S		15,270	D	\$3.226 <sup>(5)</sup>	148,473 <sup>(1)(2)</sup>	I	By ANKMC, LLC <sup>(4)</sup>
Common Stock	11/15/2019		S		23,473	D	\$3.2648 <sup>(6)</sup>	125,000 <sup>(1)(2)</sup>	I	By ANKMC, LLC <sup>(4)</sup>
Common Stock	11/15/2019		S		125,000	D	\$3.2915 <sup>(7)</sup>	10 <sup>(1)(2)</sup>	I	By ANKMC, LLC <sup>(4)</sup>
Common Stock	11/15/2019		S		10	D	\$3.105	0 <sup>(1)(2)</sup>	I	By ANKMC, LLC <sup>(4)</sup>
Common Stock								351,049 <sup>(1)</sup>	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. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and 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)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					

Explanation of Responses:

- This amended Form 4 is being filed to correct the number of shares held directly and indirectly by the reporting person. The reporting person's initial Form 3 and subsequent Form 4 filings inadvertently over-reported a holding of 125,270 shares held indirectly by the reporting person's 401k plan that had been disposed of prior to his becoming a Section 16 reporting person. In addition, the reporting person's initial Form 3 and subsequent Form 4 filings inadvertently under-reported the reporting person's direct holdings by 50,000 shares that the reporting person held in an IRA at the time he became a Section 16 reporting person. Please refer to the reporting person's Form 3/A filed with the SEC on March 25, 2020. (continued in next footnote)
- Additionally, 175,648 shares sold by ANKMC, LLC were also inadvertently included in the reporting person's direct holdings balance. The duplication of these shares resulted from the reporting of the reporting person's purchases of 37,450 shares in June 2018 by ANKMC, LLC as direct holdings, and a transfer in June 2018 of 138,198 shares from the reporting person's direct holdings to ANKMC, LLC which was not reflected in the reporting person's direct holdings. This amended Form 4 is also being filed to include an additional sale of 10 shares from ANKMC, LLC which was not previously reported. The net amount of over-reported direct holdings, and the under-reported indirect holdings, result in the reporting person holding a total of 250,928 fewer shares than originally reported on the reporting person's Form 4 filed on November 18, 2019.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$3.26 to \$3.31. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- Shares owned by ANKMC, LLC, of which the reporting person is the sole member.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$3.205 to \$3.30. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$3.25 to \$3.30. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$3.18 to \$3.39. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.

/s/ Steven R. Barth, Attorney- 03/25/2020

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.**