

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

OMB APPROVAL	
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1. Name and Address of Reporting Person* <u>Scribante John H</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) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) Chief Executive Officer
	3. Date of Earliest Transaction (Month/Day/Year) 05/15/2014	
		6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

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	05/15/2014		A ⁽¹⁾		75,478	A	\$0	208,028 ⁽²⁾	D	
Common Stock	05/15/2014		M		25,000	A	\$2.25	233,028	D	
Common Stock								38,333 ⁽²⁾	I	By TMS Trust ⁽³⁾
Common Stock								23,815	I	By Garden Villa on 3rd LLC

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						Title
Stock Options (right to buy)	\$2.25	05/15/2014		M			25,000	(4)	07/31/2014	Common Stock	25,000	\$0	0	D	
Stock Options (right to buy)	\$2.5							(5)	06/02/2016	Common Stock	40,000		40,000	D	
Stock Options (right to buy)	\$5.35							(6)	08/08/2018	Common Stock	21,452		21,452	D	
Stock Options (right to buy)	\$3.78							(7)	05/19/2019	Common Stock	11,759		11,759	D	
Stock Options (right to buy)	\$3.01							(8)	09/01/2019	Common Stock	250,000		250,000	D	
Stock Options (right to buy)	\$3.46							(9)	05/18/2020	Common Stock	16,731		16,731	D	
Stock Options (right to buy)	\$2.03							(10)	06/12/2022	Common Stock	100,000		100,000	D	
Stock Options (right to buy)	\$1.62							(11)	11/12/2022	Common Stock	100,000		100,000	D	

Explanation of Responses:

1. Restricted stock granted to the reporting person under the 2004 Stock and Incentive Awards Plan. The restricted stock vests and becomes exercisable with respect to 1/3 of the restricted stock on each of May 15, 2015, 2016 and 2017, respectively.
2. Shares previously reported as directly held by the reporting person were transferred to the TMS Trust in a transaction exempt from Section 16 reporting pursuant to Rule 16a-13.
3. By the John H. Scribante and Tina M. Scribante TR UA 06/05/01 TMS Trust.
4. Grant to reporting person of option to buy shares under the 2003 Stock Option Plan. This option, granted July 31, 2004, became fully exercisable on March 31, 2010.
5. Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted June 2, 2006, became fully exercisable on March 31, 2011.
6. Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted August 8, 2008, vests and becomes exercisable in 20% increments on August 8, 2009, 2010, 2011, 2012 and 2013, respectively.
7. Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 19, 2009, vests and becomes exercisable in 20% increments on May 19, 2010, 2011, 2012, 2013 and 2014, respectively.
8. Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted September 1, 2009, will vest and become exercisable in 50,000 share increments when the average trading price of the Issuer's common stock equals or exceeds \$4.00, \$5.00, \$6.00, \$7.00 and \$ 8.00 per share.
9. Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 18, 2010, vests and becomes exercisable in 20% increments on May 18, 2011, 2012, 2013, 2014 and 2015, respectively.
10. Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted June 12, 2012, vests and becomes exercisable in 20% increments on June 12, 2013, 2014, 2015, 2016 and 2017, respectively.
11. Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted November 12, 2012, vests and becomes exercisable in three equal installments on November 12, 2013, 2014 and 2015, respectively.

Remarks:

[/s/ Steven R. Barth, Attorney-in-Fact for John H. Scribante](#) [05/19/2014](#)

** 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.

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