

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended March 31, 2017

or

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-33887

Orion Energy Systems, Inc.

(Exact name of Registrant as specified in its charter)

Wisconsin
(State or other jurisdiction of
incorporation or organization)

2210 Woodland Drive, Manitowoc, WI
(Address of principal executive offices)

39-1847269
(I.R.S. Employer
Identification No.)

54220
(Zip Code)

(920) 892-9340

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the act:

<u>Title of Each Class</u>	<u>Name of Each Exchange on Which Registered</u>
Common stock, no par value	The Nasdaq Stock Market LLC (NASDAQ Cptial Market)
Common stock purchase rights	The Nasdaq Stock Market LLC (NASDAQ Cptial Market)

Securities registered pursuant to Section 12(g) of the act:

None

Indicate by check mark if the Registrant is a well-known seasoned issuer as defined in Rule 405 of the Securities Act. Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§ 229.405 of this chapter) is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, smaller reporting company, or an "emerging growth company". See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer	<input type="checkbox"/>	Accelerated filer	<input type="radio"/>
Non-accelerated filer	<input type="radio"/> (Do not check if a smaller reporting company)	Smaller reporting company	<input checked="" type="radio"/>
		Emerging growth company	<input type="radio"/>

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

The aggregate market value of shares of the Registrant's common stock held by non-affiliates as of September 30, 2016, the last business day of the Registrant's most recently completed second fiscal quarter, was approximately \$29,845,443.

As of May 31, 2017, there were 28,497,329 shares of the Registrant's common stock outstanding.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of the Registrant's Proxy Statement for the 2017 Annual Meeting of Shareholders to be held on August 30, 2017 are incorporated herein by reference in Part III of this Annual Report on Form 10-K.

**ORION ENERGY SYSTEMS, INC.
ANNUAL REPORT ON FORM 10-K
FOR THE YEAR ENDED MARCH 31, 2017**

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FORWARD-LOOKING STATEMENTS

This Annual Report on Form 10-K includes forward-looking statements that are based on Orion Energy Systems, Inc's ("Orion", "we", "us", "our" and similar references) beliefs and assumptions and on information currently available to us. When used in this Form 10-K, the words "anticipate," "believe," "could," "estimate," "expect," "intend," "may," "plan," "potential," "predict," "project," "should," "will," "would" and similar expressions identify forward-looking statements. Although we believe that our plans, intentions, and expectations reflected in any forward-looking statements are reasonable, these plans, intentions or expectations are based on assumptions, are subject to risks and uncertainties, and may not be achieved. These statements are based on assumptions made by us based on our experience and perception of historical trends, current conditions, expected future developments and other factors that we believe are appropriate under the current circumstances. Such statements are subject to a number of risks and uncertainties, many of which are beyond our control. Our actual results, performance or achievements could differ materially from those contemplated, expressed or implied by the forward-looking statements contained in this Form 10-K. Important factors could cause actual results to differ materially from our forward-looking statements. Given these uncertainties, you should not place undue reliance on these forward-looking statements. Also, forward-looking statements represent our beliefs and assumptions only as of the date of this Form 10-K, including particularly the Risk Factors described under Part I. Item 1A. of this Form 10-K. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements set forth in this Form 10-K. Actual events, results and outcomes may differ materially from our expectations due to a variety of factors. Although it is not possible to identify all of these factors, they include, among others, the following:

- our ability to achieve profitability and positive cash flows;
- our levels of cash and our limited borrowing capacity under our revolving line of credit;
- the availability of additional debt financing and/or equity capital;
- our increasing emphasis on selling more of our products through third party distributors and sales agents, including our ability to attract and retain effective third party distributors and sales agents to execute our sales model;
- our ability to develop and participate in new product and technology offerings or applications in a cost effective and timely manner;
- our ability to manage the ongoing decreases in the average selling prices of our products as a result of competitive pressures in the evolving light emitting diode ("LED") market;
- our ability to manage our inventory and avoid inventory obsolescence in a rapidly evolving LED market;
- our lack of major sources of recurring revenue and the potential consequences of the loss of one or more key customers or suppliers, including key contacts at such customers;
- our ability to adapt to increasing convergence in the LED market;
- our ability to differentiate our products in a highly competitive market;
- the deterioration of market conditions, including our dependence on customers' capital budgets for sales of products and services;
- our ability to complete and execute our strategy in a highly competitive market and our ability to respond successfully to market competition;
- our increasing reliance on third parties for the manufacture and development of products and product components;
- our ability to successfully implement our strategy of focusing mainly on lighting solutions using LED technologies;
- the market acceptance of our products and services;
- our ability to realize expected cost savings from our cost reduction initiatives;
- adverse developments with respect to litigation and other legal matters pursuant to which we are subject, including the ongoing litigation initiated against us by a former Chief Executive Officer;
- our failure to comply with the covenants in our revolving credit agreement;
- our fluctuating quarterly results of operations as we focus on new LED technologies, implement cost reduction initiatives and continue to focus investing in our third party distribution sales channel;
- our ability to recruit, hire and retain talented individuals in all disciplines of our company;
- our inability to timely and effectively remediate any material weakness in our internal controls and our failure to maintain an effective system of internal control over financial reporting;
- price fluctuations, shortages or interruptions of component supplies and raw materials used to manufacture our products;
- our ability to defend our patent portfolio;
- a reduction in the price of electricity;
- the cost to comply with, and the effects of, any current and future government regulations, laws and policies; and
- potential warranty claims in excess of our reserve estimates.

You are urged to carefully consider these factors and the other factors described under Part I. Item 1A. "Risk Factors" when evaluating any forward-looking statements, and you should not place undue reliance on these forward-looking statements.

Except as required by applicable law, we assume no obligation to update any forward-looking statements publicly or to update the reasons why actual results could differ materially from those anticipated in any forward-looking statements, even if new information becomes available in the future.

ITEM 1. BUSINESS

As used herein, unless otherwise expressly stated or the context otherwise requires, all references to "Orion," "we," "us," "our," "Company" and similar references are to Orion Energy Systems, Inc. and its consolidated subsidiaries.

Overview

We are a leading designer and manufacturer of high-performance, energy-efficient light emitting diode ("LED") and other lighting platforms. We research, develop, design, manufacture, market, sell and implement energy management systems consisting primarily of high-performance, energy-efficient commercial and industrial interior and exterior lighting systems and related services. Our products are targeted for applications in three primary market segments: commercial office and retail, area lighting and industrial applications, although we do sell and install products into other markets. Virtually all of our sales occur within North America.

Our lighting products consist primarily of LED lighting fixtures. Our principal customers include national accounts, electrical distributors, Energy Service Companies ("ESCOs") and electrical contractors. Currently, substantially all of our products are manufactured at our leased production facility location in Manitowoc, Wisconsin, although we source products and components from third parties as the LED market continues to evolve and in order to provide versatility in our product development.

Although we continue to sell some lighting products using our legacy high intensity fluorescent ("HIF") technology, we believe the market for lighting products has shifted to LED lighting systems, and that the customer base for our legacy HIF products will continue to decline. Compared to our legacy lighting systems, we believe that LED lighting technology allows for better optical performance, significantly reduced maintenance costs due to performance longevity and reduced energy consumption. Due to their size and flexibility in application, we also believe that LED lighting systems can address opportunities for retrofit applications that cannot be satisfied by fluorescent or other legacy technologies. Our LED lighting technologies have become the primary component of our revenue as we continue to strive to be a leader in the LED market. Based on a July 2015 United States Department of Energy report, we estimate the potential North American LED retrofit market within our key product categories to be approximately 1.1 billion lighting fixtures. We plan to continue to primarily focus on developing and selling innovative LED products.

We do not have long-term contracts with our customers that provide us with recurring revenue from period to period and we typically generate substantially all of our revenue from sales of lighting systems and related services to governmental, commercial and industrial customers on a project by project basis. We typically sell our lighting systems in replacement of our customers' existing fixtures. We call this replacement process a "retrofit." We frequently engage our customer's existing electrical contractor to provide installation and project management services. We also sell our lighting systems on a wholesale basis, principally to electrical contractors, electrical distributors and ESCOs to sell to their own customer bases.

Our ability to achieve our desired growth and profitability depends on our ability to effectively engage distribution and sales agents, develop recurring revenue streams, and improve our marketing, new product development, project management, margin enhancement and operating expense management, as well as other factors. In addition, the gross margins of our products can vary significantly depending upon the types of products we sell, with margins ranging from 15% to 50%. Thus, a change in the total mix of our sales toward higher or lower margin products can cause our profitability to fluctuate from period to period.

In addition to selling directly to electrical distribution customers, we sell our lighting products and services to national accounts. We now have relationships with more than 200 resellers and distributors that are represented by a North American network of independent lighting agencies. We intend to continue to selectively build our sales network in the future.

Recent Developments

On May 25, 2017, our Board of Directors restructured our management team. As part of this restructuring, our Chief Executive Officer, John Scribante, left the Company and Mike Altschaefl, our current Board Chair, assumed the role of Chief Executive Officer. In addition, Scott Green, our Executive Vice President - Sales, became our new Chief Operating Officer, with ongoing primary responsibility for improving our revenue generation. Mike Potts and Marc Meade, our current Executive Vice Presidents, remained in their positions and were assigned primary responsibility for substantially reducing our cost structure and for streamlining operations. Bill Hull remained in his position as Chief Financial Officer.

Our market and product strategy are not changing. We are renewing our focus on execution, including a reduction in our cost structure. Our restructured management team has developed a plan to achieve positive earnings before interest, taxes, depreciation, and amortization, or EBITDA, no later than the fourth quarter of fiscal 2018 through the implementation of the following cost cutting measures:

- Constant monitoring and management of manufacturing overhead costs to ensure we continue to deliver strong gross margin amid an increasingly competitive market landscape;
- Reducing staff positions through a targeted reduction in existing headcount;
- Reductions in the total compensation of our executive management and board of directors;
- Reductions in operating expenses, including better control of legal spending, elimination of our racing program and removal of various non-critical back office programs and initiatives.

We believe the above cost reduction plan, coupled with our renewed focus on sales channel execution, will help to drive revenue growth and accelerate our path to profitability.

Reportable Segments

Reportable segments are components of an entity that have separate financial data that the entity's chief operating decision maker ("CODM") regularly reviews when allocating resources and assessing performance. Our CODM is our chief executive officer. Orion has three reportable segments: Orion U.S. Markets Division ("USM"), Orion Engineered Systems Division ("OES"), and Orion Distribution Services Division ("ODS").

Orion U.S. Markets Division

Our USM segment sells commercial lighting systems and energy management systems to the wholesale contractor markets. USM customers include ESCOs and electrical contractors. During fiscal 2017, a significant portion of the historic sales of this division migrated to distribution channel sales as a result of the implementation of our distribution sales strategy. The migrated sales are included in Orion's ODS Division. We expect this migration to continue during fiscal 2018.

Orion Engineered Systems Division

Our OES segment develops and sells lighting products and provides construction and engineering services for Orion's commercial lighting and energy management systems. OES provides turnkey solutions for large national accounts, governments, municipalities and schools.

Orion Distribution Services Division

Our ODS segment focuses on selling lighting products through manufacturer representative agencies and a network of broadline North American distributors. This segment expanded in fiscal 2017 as a result of our focus on expanding the amount of our sales through distributors as a result of the implementation of our distribution sales strategy. This expansion included the migration of customers from direct sales previously included in our USM division. We expect this migration to continue during fiscal 2018.

For financial results by reportable segment, please refer to Note 19, "Segment Data" in our consolidated financial statements included in Item 8. of this Annual Report.

Our Market Opportunity

We are primarily focused on providing commercial and industrial facilities lighting retrofit solutions in North America using solid-state LED technology. Although we continue to sell some lighting products using our legacy HIF technology, we believe the market for lighting products has shifted to LED lighting systems, and thus the customer base for our legacy HIF products will continue to decline. Compared to our legacy lighting systems, LED lighting technology allows for better optical performance, significantly reduced maintenance costs due to performance longevity and reduced energy consumption. Due to their size and flexibility in application we also believe that LED lighting systems can address opportunities for retrofit applications that cannot be satisfied by fluorescent or other legacy technologies.

Our products deliver energy savings and efficiency gains to our commercial and industrial customers without compromising their quantity or quality of light. We estimate that our energy management systems reduce our customers' lighting-related electricity costs by approximately 50% to 80%, while increasing their quantity of light by approximately 50% and improving lighting quality when replacing traditional fixtures. Our customers typically realize a one to three-year payback period from electricity cost savings generated by our lighting systems without considering utility incentives or government subsidies. We have sold and installed our lighting products in over 14,665 facilities across North America, representing approximately 2.2 billion square feet of commercial and industrial building space, including sales to 191 of the Fortune 500 companies.

Energy-efficient lighting systems are cost-effective and environmentally responsible solutions allowing end users to reduce operating expenses. Based on a July 2015 report published by the United States Department of Energy, or DOE, we estimate the potential North American LED retrofit market within our primary markets to be approximately 1.1 billion lighting fixtures. Our primary markets are: commercial office and retail, area lighting and industrial applications.

Commercial office and retail. Our commercial office and retail market includes commercial office buildings, retail store fronts, government offices, schools, hospitals and other buildings with traditional 10 to 12 foot ceiling heights. The DOE estimates that there are approximately 987 million office troffer fixtures within the United States, which is a rectangular light fixture that fits into a modular dropped ceiling grid. We believe we have the opportunity to increase our revenue by serving this market with our LED Door Retrofit, or LDR™, lighting solutions.

Area lighting. Our market for area lighting includes parking garages, surface lots, automobile dealerships and gas service stations. The DOE estimates that there are approximately 66 million area lighting fixtures within the United States and an additional 45 million roadway lighting fixtures in the United States.

Industrial applications. Our market for industrial facilities includes manufacturing facilities, distribution and warehouse facilities, government buildings and agricultural buildings. These facilities typically contain high bay lighting fixtures. The DOE estimates that there are approximately 139 million low/high bay fixtures within the United States. We estimate that approximately 50% of this market still utilizes inefficient high intensity discharge ("HID") lighting technologies.

Commercial and industrial facilities in the United States employ a variety of lighting technologies, including HID, traditional fluorescents, LED and incandescent lighting fixtures. Our lighting systems typically replace less efficient HID and HIF fixtures. According to the Electric Power Research Institute, or EPRI, HID fixtures only convert approximately 36% of the energy they consume into visible light. We estimate our lighting systems generally reduce lighting-related electricity costs by approximately 50% to 80% compared to HID fixtures, while increasing the quantity of light by approximately 50% and improving lighting quality.

We believe that utilities within the United States recognize the importance of energy efficiency as an economical means to manage capacity constraints and as a low-cost alternative when compared to the construction costs of building new power plants. Accordingly, many of these utilities are continually focused on demand reduction through energy efficiency. According to our research of individual state and utility programs, 50 states, through legislation, regulation or voluntary action, have seen their utilities design and fund programs that promote or deliver energy efficiency. In fact, as of May 31, 2017, only Alaska and Kansas do not currently have some form of utility or state energy efficiency programs for any of their commercial or industrial customers. Our products are not solely dependent upon these incentive programs, but we do believe that these incentive programs provide an important benefit as our customers evaluate their out-of-pocket cash investments.

Our Solution

50/50 Value Proposition. We estimate our lighting systems generally reduce lighting-related electricity costs by approximately 50% to 80% compared to legacy fixtures, while increasing the quantity of light by approximately 50% and improving lighting quality. In the commercial office and retail markets, we estimate our lighting systems generally reduce electricity costs by 50%. From December 1, 2001 through March 31, 2017, we believe that the use of LED and HIF fixtures has saved our customers \$4.2 billion in electricity costs and reduced their energy consumption by 54.6 billion kWh.

Multi-Facility Roll-Out Capability. We offer our customers a single source, turnkey solution for project implementation in which we manage and maintain responsibility for entire multi-facility roll-outs of our energy management solutions across North American commercial and industrial facility portfolios. This capability allows us to offer our customers an orderly, timely and scheduled process for recognizing energy reductions and cost savings.

Rapid Payback Period. In most retrofit projects where we replace HID and HIF fixtures, our customers typically realize a one to three year payback period on our lighting systems. These returns are achieved without considering utility incentives or government subsidies (although subsidies and incentives are continually being made available to our customers and us in connection with the installation of our systems that further shorten payback periods).

Easy Installation, Implementation and Maintenance. Most of our fixtures are designed with a lightweight construction and modular plug-and-play architecture that allows for fast and easy installation and facilitates maintenance, which allows for easy integration of other components of our energy management system. Our office LED LDRTM products are designed to allow for a fast and easy installation without disrupting the ceiling space or the office workspace. We believe our system's design reduces installation time and expense compared to other lighting solutions, which further improves our customers' return on investment. We also believe that our use of standard components reduces our customers' ongoing maintenance costs.

Expanded Product Offerings. We are committed to continue developing LED product offerings in all of the markets we serve. Our third generation of ISON® class of LED interior fixture delivers a market leading 214 lumens per watt. This advancement means our customers can get more light with less energy, and sometimes fewer fixtures, than with any other product on the market. In fiscal 2017, we launched a variety of new products, features and functionality targeting healthcare, food service, high and low temperature environments and other market segments. See "Products and Services" below.

Environmental Benefits. By allowing for the permanent reduction of electricity consumption, our energy management systems reduce indirect CO2 emissions that are a negative by-product of energy generation. We estimate that one of our LED lighting systems, when replacing a standard HID fixture, displaces 0.352 kW of electricity, which, based on information provided by the

EPA, reduces a customer's indirect CO2 emissions by approximately 1.5 tons per year. Based on these figures, we estimate that the use of our products has reduced indirect CO2 emissions by approximately 34.1 million tons through March 31, 2017.

Our Competitive Strengths

Compelling Value Proposition. By permanently reducing lighting-related electricity usage, our systems enable our customers to achieve significant cost savings, without compromising the quantity or quality of light in their facilities. As a result, our products offer our customers a rapid return on their investment, without relying on government subsidies or utility incentives. We also offer our customers a single source solution whereby we manage and are responsible for the entire project, including installation across their entire North American real estate portfolio. Our ability to offer such a turnkey, national solution allows us to deliver energy reductions and cost savings to our customers in timely, orderly and planned multi-facility roll-outs.

Large and Growing Customer Base. We have developed a large and growing national customer base, and have installed our products in more than 14,665 commercial and industrial facilities across North America. We believe that the willingness of our blue-chip customers to install our products across multiple facilities represents a significant endorsement of our value proposition, which in turn helps us sell our energy management systems to new customers. We intend to leverage our expertise in managing projects across multiple facilities within our new LED product markets, which now include new customer opportunities with banks, insurance companies, hospitals, fast food chains, retail storefronts, grocery and pharmacies.

Innovative Technology. We have developed a portfolio of 78 United States patents primarily covering various elements of our products. We believe these innovations allow our products to produce more light output per unit of input energy compared to our competition. We also have 25 patents pending that primarily cover various elements of our newly developed LED products and certain business methods. To complement our innovative energy management products, we have introduced integrated energy management services to provide our customers with a turnkey solution either at a single facility or across their North American facility footprints. Our demonstrated ability to innovate provides us with significant competitive advantages. Our lighting products offer significantly more light output as measured in foot-candles of light delivered per watt of electricity consumed when compared to HID or traditional fluorescent fixtures.

Expanded Sales and Distribution Network. In addition to selling directly to electrical distribution customers, we sell our lighting products and services to national accounts. We now have relationships with more than 200 resellers and distributors that are represented by a North American network of independent lighting agencies. At the end of fiscal 2017, we had 42 different lighting agencies representing us in approximately 95% of the United States and Canada and parts of the Caribbean and Latin America, with a goal of roughly 50 representative agencies by the end of fiscal 2018. We intend to continue to selectively build our sales network in the future, with a focus on geographic regions where we do not currently have a strong sales presence.

Our Growth Strategies

Emphasize and Expand LED Product and Market. We believe the market for lighting products has experienced a significant technology shift to LED lighting systems. Accordingly, our primary focus is on our lighting and retrofit solutions using LED technologies. We have expanded our role and product offerings in the LED marketplace, and plan to increase sales of LED fixtures for commercial office and retail applications, schools, hospitals and government buildings, freezer and cold storage applications, exterior area applications, as well as high bay interior applications.

Expanded Sales Network and Salesforce. In addition to selling directly to national account customers, we are increasingly emphasizing selling our lighting products and services to end users through electrical distributors and sales agents. During fiscal 2016, we engaged more than 18 manufacturer representative agencies to expand our reach with the broadline distributors and further enhance our ability to grow revenue. During fiscal 2017, we engaged an additional 24 manufacturer representative agencies, culminating the year at 42 different lighting agencies covering approximately 95% of the United States and Canada and parts of the Caribbean and Latin America. We now have relationships with more than 200 resellers and distributors that are represented by a North American network of independent lighting agencies. We continue to expand our sales network and we are also maintaining our in-market sales force which generates revenue through our independent channels.

Leverage Existing Customer Base. Over the last several years, we have focused on expanding our relationships with our existing customers by transitioning from single-site facility implementations to comprehensive enterprise-wide rollouts of our lighting products. We also intend to leverage our large installed base of HIF lighting systems to implement all aspects of our energy management system, particularly LED lighting products, wireless controls, cloud-based power data analysis and storage capabilities for our existing customers.

Continue to Improve Operational Efficiencies. We are focused on continually improving the efficiency of our operations to increase the profitability of our business and allow us to continue to deliver our compelling value proposition.

Create a Culture to Support Growth. We are focused on establishing a corporate culture that embraces high expectations and performance to continue to drive innovation, efficiency and deliver superior results to our customers.

Products and Services

Our recent primary focus has been, and will continue to be, emphasizing our LED lighting fixtures. Currently, substantially all of our products are manufactured at our leased production facility location in Manitowoc, Wisconsin, although we also source products and components from third parties as the LED market continues to evolve in order to have versatility in our product development. We are focused on researching, developing and/or acquiring new innovative LED products and technologies for the retrofit markets, such as the LED door retrofit. We plan to focus our efforts on developing creative new LED retrofit products in order to offer our customers a variety of integrated energy management services, such as system design, project management and installation.

Products

The following is a description of our primary products:

The LED Troffer Door Retrofit (LDRTM): The LDRTM is designed to replace existing 4 foot by 2 foot and 2 foot by 2 foot fluorescent troffers that are frequently found in office or retail grid ceilings. Our LDRTM product is unique in that the LED optics and electronics are housed within the doorframe that allows for installation of the product in approximately one to two minutes. The product also provides reduced maintenance expenses based upon improved LED chips.

Interior LED High Bay Fixtures: Our LED interior high bay lighting products consist of our Harris high bay, Apollo™ high bay and ISON® high bay products. Our ISON® class of LED interior fixture offers a full package of premium features, including low total cost of ownership, optics that currently exceed competitors in terms of lumen package, delivered light, modularity and advanced thermal management. Our third generation of ISON® class of LED interior fixture delivers a market leading 214 lumens per watt. This advancement means our customers can get more light with less energy, and sometimes fewer fixtures, than with any other product on the market. Our Apollo™ class of LED interior fixtures is designed for new construction and retrofit projects where initial cost is the largest factor in the purchase decision. Our Harris high bay is ideal for customers seeking a cost-effective solution to deliver energy savings and maintenance reductions. In addition, our LED interior lighting products are lightweight and easy to handle, which further reduces installation and maintenance costs and helps to build brand loyalty with electrical contractors and installers.

Smart Lighting Controls. We offer a broad array of smart building control systems that have either been developed by us under the InteLite brand, or procured from third parties. These control systems provide both lighting control options (such as occupancy, daylight, or schedule control) and data intelligence capabilities for building managers to log, monitor, and analyze use of space, energy savings, and provide physical security of the space.

Other Products. We also offer our customers a variety of other LED, HIF, and induction fixtures to address their lighting and energy management needs, including fixtures designed for agribusinesses, parking lots, roadways, retail, mezzanine, outdoor applications and private label resale.

Our warranty policy generally provides for a limited one-year warranty on our HIF products and a limited five-year warranty on our LED products, although we do offer warranties ranging up to 10 years for certain LED products. Ballasts, lamps, drivers, LED chips and other electrical components are excluded from our standard warranty as they are covered by separate warranties offered by the original equipment manufacturers. We coordinate and process customer warranty inquiries and claims, including inquiries and claims relating to ballast and lamp components, through our customer service department.

Services

We provide a range of fee-based lighting-related energy management services to our customers, including:

- comprehensive site assessment, which includes a review of the current lighting requirements and energy usage at the customer's facility;
- site field verification, or SFV, during which we perform a test implementation of our energy management system at a customer's facility;
- utility incentive and government subsidy management, where we assist our customers in identifying, applying for and obtaining available utility incentives or government subsidies;
- engineering design, which involves designing a customized system to suit our customers' facility lighting and energy management needs, and providing the customer with a written analysis of the potential energy savings and lighting and environmental benefits associated with the designed system;
- project management, which involves us working with the electrical contractor in overseeing and managing all phases of implementation from delivery through installation for a single facility or through multi-facility roll-outs tied to a defined project schedule;

- installation services, for our products, which we provide through our national network of qualified third-party installers; and
- recycling in connection with our retrofit installations, where we remove, dispose of and recycle our customer's legacy lighting fixtures.

We also provide other services that comprise a small amount of our revenue. These services primarily include management and control of power quality and remote monitoring and control of our installed systems. We also sell and distribute replacement lamps and fixture components into the after-market.

Our Customers

We primarily target commercial, institutional and industrial customers who have warehousing, manufacturing, and office facilities. As of March 31, 2017, we have installed our products in 14,665 commercial and industrial facilities across North America. In fiscal 2017 and fiscal 2016, there was no single customer that accounted for more than 10% of our total revenue. In fiscal 2015 we had one customer that accounted for 12% of our total revenue.

Sales and Marketing

We believe that partnering with an agency sales force focused on providing technical product and sales support to our customers provides us with a greater potential for revenue growth. We sell our products in one of two ways: (i) directly to commercial and industrial customers using a systematic multi-step process that focuses on our value proposition and provides our sales force with a specific protocol for working with our customers from the point of lead generation through delivery of our products and services and (ii) indirectly through independent sales agencies and electrical distributors. Our ODS segment focuses on developing and expanding customer relationships with independent manufacturer's agents and broadline distributors. During fiscal 2017 and fiscal 2016, we engaged more than 42 manufacturer representative agencies to expand our reach with broadline distributors and further enhance our ability to increase our revenue. We attempt to leverage the customer relationships of these distributors to further extend the geographic scope of our selling efforts. We work cooperatively with our indirect channels through participation in national trade organizations and by providing training on our sales methodologies. We intend to continue to selectively expand our independent sales agent network, focusing on those geographic regions where we lack sufficient sales coverage.

We have historically focused our marketing efforts on traditional direct advertising, as well as developing brand awareness through customer education and active participation in trade shows and energy management seminars. These efforts have included participating in national, regional and local trade organizations, exhibiting at trade shows, executing targeted direct mail campaigns, advertising in select publications, public relations campaigns, social media and other lead generation and brand-building initiatives.

Competition

The market for energy-efficient lighting products and services is fragmented. We face strong competition primarily from manufacturers and distributors of lighting products and services as well as electrical contractors. We compete primarily on the basis of technology, cost, performance, quality, customer experience, energy efficiency, customer service and marketing support.

There are a number of lighting fixture manufacturers that sell LED and HIF products that compete with our lighting product lines. Lighting companies such as Acuity Brands, Inc., Carmanah Technology Corporation, Energy Focus, Inc., Eaton Corporation plc, Cree, Inc., LSI Industries, Inc., Revolution Lighting Technologies Inc., TCP International Holdings, Inc., and Hubbell Incorporated are some of our main competitors within the commercial office, retail and industrial markets.

We also face competition from companies who provide energy management services. Some of these competitors, such as Ameresco, Inc., Johnson Controls, Inc. and Honeywell International, provide basic systems and controls designed to further energy efficiency.

Intellectual Property

As of March 31, 2017, we had been issued 78 United States patents and have applied for 25 additional United States patents. The patented and patent pending technologies cover various innovative elements of our products, including our HIF and LED fixtures. Our patented LDR™ product allows for a significantly quicker installation when compared to competitor's commercial office lighting products. Our smart lighting controls allow our lighting fixtures to selectively provide a targeted amount of light where and when it is needed most.

We believe that our patent portfolio as a whole is material to our business. We also believe that our patents covering our ability to manage the thermal and optical performance of our LED and HIF lighting products are material to our business, and that the loss of these patents could significantly and adversely affect our business, operating results and prospects.

Backlog

Backlog represents the amount of revenue that we expect to realize in the future as a result of firm, committed orders. Backlog as of March 31, 2017 and March 31, 2016 totaled \$7,300,000 and \$5,600,000, respectively. We generally expect our backlog to become revenue within one year.

Manufacturing and Distribution

We lease approximately 197,000 square foot manufacturing and distribution facility located in Manitowoc, Wisconsin, where substantially all of our products are manufactured. As part of our business initiatives to adapt to the rapidly evolving LED market and to continue to enhance our competitiveness, we are considering implementing significant changes to our manufacturing production and assembly facility and processes.

We generally maintain a significant supply of raw material and purchased and manufactured component inventory. We contract with transportation companies to ship our products and manage all aspects of distribution logistics. We generally ship our products directly to the end user.

Research and Development

Our research and development efforts are centered on developing new LED products and technologies and enhancing existing products. The products, technologies and services we are developing are focused on increasing end user energy efficiency and enhancing lighting output. During fiscal 2014, we developed and commercialized the LDR™ product obtained through our acquisition of Harris Manufacturing. Over the last three fiscal years, we have focused our development on additional LED products, resulting in our development and commercialization of several new suites of LED interior high bay products.

Our research and development expenditures were \$2,004,000, \$1,668,000 and \$2,554,000 for fiscal years 2017, 2016 and 2015, respectively.

During fiscal 2016, we opened an innovation hub in Chicago, Illinois to support the development and design of new LED products. We believe that this location is in close proximity to highly regarded engineering and business schools and will offer us a greater supply of technical talent to help us develop new LED products in the future. We also operate research and development lab and test facilities in our Jacksonville, Florida and Manitowoc, Wisconsin locations.

Regulatory Matters

Our operations are subject to federal, state, and local laws and regulations governing, among other things, emissions to air, discharge to water, the remediation of contaminated properties and the generation, handling, storage, transportation, treatment, and disposal of, and exposure to, waste and other materials, as well as laws and regulations relating to occupational health and safety. We believe that our business, operations, and facilities are being operated in compliance in all material respects with applicable environmental and health and safety laws and regulations.

State, county or municipal statutes often require that a licensed electrician be present and supervise each retrofit project. Further, all installations of electrical fixtures are subject to compliance with electrical codes in virtually all jurisdictions in the United States. In cases where we engage independent contractors to perform our retrofit projects, we believe that compliance with these laws and regulations is the responsibility of the applicable contractor.

Our Corporate and Other Available Information

We were incorporated as a Wisconsin corporation in April 1996 and our corporate headquarters are located at 2210 Woodland Drive, Manitowoc, Wisconsin 54220. Our Internet website address is www.orionlighting.com. Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, Current Reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended, or the Exchange Act, are available through the investor relations page of our internet website free of charge as soon as reasonably practicable after we electronically file such material with, or furnish it to, the Securities and Exchange Commission, or the SEC.

Employees

As of March 31, 2017, we had 181 full-time and 83 temporary employees, of which 150 work in manufacturing. Our employees are not represented by any labor union, and we have never experienced a work stoppage or strike. We consider our relations with our employees to be good.

ITEM 1A. RISK FACTORS

You should carefully consider the risk factors set forth below and in other reports that we file from time to time with the Securities and Exchange Commission and the other information in this Annual Report on Form 10-K. The matters discussed in the following risk factors, and additional risks and uncertainties not currently known to us or that we currently deem immaterial, could have a material adverse effect on our business, financial condition, results of operations and future growth prospects and could cause the trading price of our common stock to decline.

We have had a history of losses and we may be unable to achieve profitability or positive cash flows in the future.

We have experienced net losses for the past five fiscal years. Generating net income and positive cash flows in the future will depend on our ability to successfully complete and execute our strategic plan and our recently announced cost reduction initiatives. There is no guarantee that we will be able to achieve profitability or positive cash flows in the future. Our inability to successfully achieve profitability and positive cash flows may result in us experiencing a serious liquidity deficiency and resulting in material adverse consequences that could threaten our viability.

We may not be able to obtain equity capital or debt financing necessary to fund our ongoing operations, effectively pursue our strategy and sustain our growth initiatives.

Our existing liquidity and capital resources may not be sufficient to allow us to fund our ongoing operations, effectively pursue our strategy or sustain our growth initiatives. As of March 31, 2017, we had \$17,307,000 of cash and approximately \$6,629,000 of outstanding borrowings and only \$203,000 of remaining borrowing capacity available under our revolving credit facility. If we require additional capital resources, we may not be able to obtain sufficient equity capital and/or debt financing to allow us to continue our normal course of operations or we may not be able to obtain such equity capital or debt financing on acceptable terms or conditions. Factors affecting the availability to us of equity capital or debt financing on acceptable terms and conditions include:

- The price, volatility and trading volume and history of our common stock.
- Our current and future financial results and position.
- The market's view of our company, industry and products.
- The perception in the equity and debt markets of our ability to execute our business plan or achieve our operating results expectations.

Our inability to obtain the equity capital or debt financing necessary to fund our ongoing operations or pursue our strategies could force us to scale back our operations or our sales initiatives due to the high working capital costs associated with an increase in the sales of our products from existing levels. If we are unable to pursue our strategy and sustain our growth initiatives, our business and operating results will be materially adversely affected.

We are increasing our emphasis on indirect distribution channels to sell our products and services. If we are unable to attract, incentivize and retain our third-party distributors and sales agents, our revenues could decline and our costs could increase.

We have significantly expanded the number of our manufacturer representative agencies that sell our products through distributors, many of which are not exclusive, which means that these sales agents and distributors may sell other third-party products and services in direct competition with us. Since many of our competitors use sales agents and distributors to sell their products and services, competition for such agents and distributors is intense and may adversely affect our product pricing and gross margins. Additionally, due to mismanagement, industry trends, macro-economic developments, or other reasons, our sales agents and distributors may be unable to effectively sell our products at the levels desired or anticipated. In addition, we have historically relied on direct sales to sell our products, which were often made in competition with sales agents and distributors. In order to attract and form lasting partnerships with sales agents and distributors in the future, we will be required to overcome our historical perception as a direct sales competitor. As a result, we may have difficulty attracting and retaining sales agents and distributors and any inability to do so could have a negative effect on our ability to attract and obtain customers, which could have an adverse impact on our business.

The success of our business depends upon our adaptation to the changing market conditions in the lighting industry and on market acceptance of our lighting retrofit solutions using new LED technologies.

The market for lighting products has recently experienced a significant technology shift to LED lighting systems. As a result, we are focusing our business primarily on providing lighting retrofit solutions using new LED technologies in lieu of traditional HIF lighting upon which our business has historically relied.

As a result, our future success depends significantly upon the adoption rate of LED products within our primary markets and our ability to participate in this ongoing market trend. To be an effective participant in this growing LED market opportunity, we must keep up with the evolution of LED technology, which has been moving at a fast pace. We may be unable to successfully

develop and market new LED products or services that keep pace with technological or industry changes, differentiate ourselves from our competition, satisfy changes in customer demands or comply with present or emerging government and industry regulations and technology standards. The development and introduction of new LED products may result in increased warranty expenses and other new product introduction expenses. In addition, we will likely continue to incur substantial costs to research and develop new LED products, which will increase our expenses, without guarantee that our new products and services will be commercially viable. We may also spend time and resources to develop and release new LED products only to discover that a competitor has also introduced similar new products with superior performance. Moreover, if new sources of lighting are developed, our current products and technologies could become less competitive or obsolete, which could result in reduced revenue, reduced earnings or increased losses and/or inventory and other impairment charges. Additionally, as the lighting retrofit market continues to shift to LED lighting products from HIF and other traditional lighting products, customer purchasing decisions have been delayed as they evaluate the relative advantages and disadvantages of the lighting retrofit product alternatives and wait for further decreases in the price of LED lighting products. These circumstances have led, and may continue to lead, to reduced revenue for us in the periods affected.

As we attempt to adapt our business organization to this quickly evolving market, we have been managing through significant change in our vendor supply chain as LED product portfolio and our product revenue continue to increase and we place most of our focus on this product line. We currently believe that our continuing efforts to negotiate further lower material input costs will help maintain or improve our LED product gross margins. However, we may not be able to realize the gross margin benefits in the amounts or on the timetable anticipated and we may experience higher warranty expenses in the future as we implement our manufacturing and assembly process changes. It is also possible that, as we continue to focus our sales efforts on our LED product lines, we may increase our risk of inventory obsolescence for our legacy lighting product lines or even for outmoded LED products.

Finally, in connection with our primary focus on selling our LED products, we expect our results of operations to continue to fluctuate from quarter to quarter as customers may continue to delay purchasing decisions as they evaluate their return on investment from purchasing new LED products compared to alternative lighting solutions, the pricing of LED products continues to fall and LED products continue to gain more widespread customer acceptance. Similarly, these circumstances have impacted, and may continue to adversely impact, our product gross margins and our profitability from quarter to quarter.

If we are unable to achieve market acceptance of our lighting retrofit solutions using new LED technologies or realize the expected benefits from our emphasis on promoting our LED technologies, our results of operations and financial condition will likely be materially adversely affected.

We operate in a highly competitive industry and, if we are unable to compete successfully, our revenue and profitability will be adversely affected.

We face strong competition primarily from manufacturers and distributors of energy management products and services, as well as from electrical contractors. We compete primarily on the basis of customer relationships, price, quality, energy efficiency, customer service and marketing support. Our products are in direct competition with the expanding availability of LED products, HID technology, as well as HIF products and older fluorescent technology in the lighting systems retrofit market.

Many of our competitors are better capitalized than we are, have strong customer relationships, greater name recognition, and more extensive engineering, manufacturing, sales and marketing capabilities. In addition, the LED market has seen increased convergence in recent years, resulting in our competition gaining increased market share and resources. Competitors could focus their substantial resources on developing a competing business model or energy management products or services that may be potentially more attractive to customers than our products or services. In addition, we may face competition from other products or technologies that reduce demand for electricity. Our competitors may also offer energy management products and services at reduced prices in order to improve their competitive positions. Any of these competitive factors could make it more difficult for us to attract and retain customers, require us to lower our average selling prices in order to remain competitive, and reduce our revenue and profitability, any of which could have a material adverse effect on our results of operations and financial condition.

The success of our LED lighting retrofit solutions depend, in part, on our ability to claim market share ahead of our competitors.

Participants in the LED market who are able to quickly establish customer relationships and achieve market penetration are likely to gain a competitive advantage as the lighting retrofit solutions offered by us and our competitors generally have a product life of several years following installation. If we are unable to establish customer relationships and achieve market penetration in the LED market in a timely manner, we may lose the opportunity to market our LED products and services to significant portions of the lighting systems retrofit market for several years and may be at a disadvantage in securing future business opportunities from customers that have previously established relationships with one or more of our competitors. These circumstances could reduce our revenue and profitability, which could have a material adverse effect on our results of operations and financial condition.

We do not have major sources of recurring revenue and depend upon a limited number of customers in any given period to generate a substantial portion of our revenue. The loss of significant customers or a major customer could have an adverse effect on our operations.

We do not have long-term contracts with our customers that provide us with recurring revenue from period to period. As a result, we generate a substantial portion of our revenue by securing large retrofit and multi-facility roll-out projects from new and existing customers and our dependence on individual key customers can vary from period to period as a result of the significant size of some of our retrofit and multi-facility roll-out projects. Our top 10 customers accounted for approximately 33%, 37%, and 36% respectively, of our total revenue for fiscal 2017, 2016 and 2015. In fiscal 2015, our top customer accounted for 12% of our total revenue. In fiscal 2017 and fiscal 2016, there was no single customer that accounted for more than 10% of our revenue. While we are making efforts to increase our sources of recurring revenue, we expect large retrofit and rollout projects to continue to remain a significant component of our total revenue. Additionally, commercial office lighting retrofits provide for single large project opportunities. As a result, we may continue to experience customer concentration in future periods. The loss of, or substantial reduction in sales to, any of our significant customers, or a major customer, could have a material adverse effect on our results of operations in any given future period.

Our financial performance is dependent on our ability to execute on our strategy, including implementing cost reduction initiatives, and achieve profitability.

Our ability to achieve our desired growth and profitability depends on our ability to effectively engage distribution and sales agents, develop recurring revenue streams, and improve our marketing, new product development, project management, margin enhancement and operating expense management, as well as other factors. If we are unable to successfully execute in any of these areas or on our growth and profitability strategy, then our business and financial performance will likely be materially adversely affected.

In addition, the gross margins of our products can vary significantly, with margins ranging from 15% to 50%. While we continue to implement our strategy of transitioning to higher-margin products, a change in the total mix of our sales toward lower margin products, a decrease in the margins on our products as a result of competitive pressures driving down the average selling price of our products, lower sales volumes and promotional programs to increase sales volumes could reduce our profitability and result in a material adverse effect on our business and financial performance.

We increasingly rely on third-party manufacturers for the manufacture and development of our products and product components.

We have increased our utilization of third-party manufacturers for the manufacture and development of our products and product components. Our business, prospects, results of operations, financial condition or cash flows could be materially adversely affected if our manufacturers were to experience problems with product quality, credit or liquidity issues, or disruptions or delays in the manufacturing process or delivery of the finished products and components or the raw materials used to make such products and components.

Adverse conditions in the global economy have negatively impacted, and could continue to negatively impact, our customers, suppliers and business.

Global economic and political uncertainty has led many customers to adopt strategies for conserving cash, including limits on capital spending. Our lighting systems are often purchased as capital assets and therefore are subject to capital availability. Uncertainty around such availability has led customers to delay purchase decisions, which has elongated the duration of our sales cycles. Continued weak economic conditions have adversely affected our customers' capital budgets, purchasing decisions and facilities managers and, therefore, have adversely affected our results of operations. The return to a recessionary state of the global economy could potentially have negative effects on our near-term liquidity and capital resources, including slower collections of receivables, delays of existing order deliveries and postponements of incoming orders. Our business and results of operations will continue to be adversely affected to the extent these adverse economic conditions continue to affect our customers' purchasing decisions.

The success of our business depends upon market acceptance of our energy management products and services.

Our future success depends on continued commercial acceptance of our energy management products and services. If we are unable to convince current and potential customers of the advantages of our lighting systems and energy management products and services, then our ability to sell our lighting systems and energy management products and services will be limited. In addition, because the market for energy management products and services is rapidly evolving, we may not be able to accurately assess the size of the market, and we may have limited insight into trends that may emerge and affect our business. If the market for our lighting systems and energy management products and services does not continue to develop, or if the market does not accept our products, then our ability to grow our business could be limited and we may not be able to increase our revenue or achieve profitability.

Our inability to attract and retain key employees, our reseller network or manufacturer representative agencies could adversely affect our operations and our ability to execute on our operating plan and growth strategy.

We rely upon the knowledge, experience and skills of key employees throughout our organization, particularly our senior management team and our sales group that require technical knowledge or contacts in, and knowledge of, the industry. In addition, our ability to attract talented new employees, particularly in our sales group, is also critical to our success. We also depend on our distribution channels and network of manufacturer representative agencies. If we are unable to attract and retain key employees, resellers, and manufacturer representative agencies because of competition or, in the case of employees, inadequate compensation or other factors, our operations and our ability to execute our operating plan could be adversely affected.

We are subject to litigation and other legal matters that could result in charges against our income or strain our resources and distract our management, which could have a material adverse effect on our business, financial condition, results of operations, cash flows or reputation.

We are involved in a variety of claims, lawsuits and other disputes. These suits concern a variety of issues, including employee-related matters and contract disputes, as well as the ongoing lawsuit against us by a former Chief Executive Officer. It is not feasible to predict the outcome of these pending suits and other matters, and the ultimate resolution of these matters, as well as future potential lawsuits, could result in liabilities, fines, significant expenses, distraction of management and other issues that could have a material adverse effect on our business, financial condition, results of operations, cash flows or reputation.

Increased employee turnover could negatively impact our business.

We have, from time to time, experienced increased employee turnover. The increased turnover has resulted in the loss of numerous long-term employees, along with their institutional knowledge and expertise, and the reallocation of certain employment responsibilities, all of which could adversely affect operational efficiencies, employee performance and retention. Such turnover has also placed a significant burden on our continuing employees, has resulted in higher recruiting expenses as we have sought to recruit and train employees, and introduced increased instability in our operations as responsibilities were reallocated to new or different employees. To the extent that we are unable to effectively reallocate employee responsibilities, retain key employees and reduce employee turnover, our operations and our ability to execute our operating plan could be adversely affected.

Our products use components and raw materials that may be subject to price fluctuations, shortages or interruptions of supply.

We may be vulnerable to price increases for components or raw materials that we require for our products, including aluminum, copper, certain rare earth minerals, electronic drivers, chips, ballasts, power supplies and lamps. In particular, our cost of aluminum can be subject to commodity price fluctuation. Further, suppliers' inventories of certain components that our products require may be limited and are subject to acquisition by others. In the past, we have had to purchase quantities of certain components that are critical to our product manufacturing and were in excess of our estimated near-term requirements as a result of supplier delivery constraints and concerns over component availability, and we may need to do so in the future. As a result, we have had, and may need to continue, to devote additional working capital to support a large amount of component and raw material inventory that may not be used over a reasonable period to produce saleable products, and we may be required to increase our excess and obsolete inventory reserves to provide for these excess quantities, particularly if demand for our products does not meet our expectations. Also, any shortages or interruptions in supply of our components or raw materials could disrupt our operations. If any of these events occur, our results of operations and financial condition could be materially adversely affected.

Product liability claims could adversely affect our business, results of operations and financial condition.

We face exposure to product liability claims in the event that our energy management products fail to perform as expected or cause bodily injury or property damage. Since virtually all of our products use electricity, it is possible that our products could result in injury, whether by product malfunctions, defects, improper installation or other causes. Particularly because our products often incorporate new technologies or designs, we cannot predict whether or not product liability claims will be brought against us in the future or result in negative publicity about our business or adversely affect our customer relations. Moreover, we may not have adequate resources in the event of a successful claim against us. A successful product liability claim against us that is not covered by insurance or is in excess of our available insurance limits could require us to make significant payments of damages and could materially adversely affect our results of operations and financial condition.

Our inability to protect our intellectual property, or our involvement in damaging and disruptive intellectual property litigation, could adversely affect our business, results of operations and financial condition or result in the loss of use of the product or service.

We attempt to protect our intellectual property rights through a combination of patent, trademark, copyright and trade secret laws, as well as employee and third-party nondisclosure and assignment agreements. Our failure to obtain or maintain adequate protection of our intellectual property rights for any reason could have a material adverse effect on our business, results of operations and financial condition.

We own United States patents and patent applications for some of our products, systems, business methods and technologies. We offer no assurance about the degree of protection which existing or future patents may afford us. Likewise, we offer no assurance that our patent applications will result in issued patents, that our patents will be upheld if challenged, that competitors will not develop similar or superior business methods or products outside the protection of our patents, that competitors will not infringe upon our patents, or that we will have adequate resources to enforce our patents. Effective protection of our United States patents may be unavailable or limited in jurisdictions outside the United States, as the intellectual property laws of foreign countries sometimes offer less protection or have onerous filing requirements. In addition, because some patent applications are maintained in secrecy for a period of time, we could adopt a technology without knowledge of a pending patent application, and such technology could infringe a third party's patent.

We also rely on unpatented proprietary technology. It is possible that others will independently develop the same or similar technology or otherwise learn of our unpatented technology. To protect our trade secrets and other proprietary information, we generally require employees, consultants, advisors and collaborators to enter into confidentiality agreements. We cannot assure you that these agreements will provide meaningful protection for our trade secrets, know-how or other proprietary information in the event of any unauthorized use, misappropriation or disclosure of such trade secrets, know-how or other proprietary information. If we are unable to maintain the proprietary nature of our technologies, our business could be materially adversely affected.

We rely on our trademarks, trade names, and brand names to distinguish our company and our products and services from our competitors. Some of our trademarks may conflict with trademarks of other companies. Failure to obtain trademark registrations could limit our ability to protect our trademarks and impede our sales and marketing efforts. Further, we cannot assure you that competitors will not infringe our trademarks, or that we will have adequate resources to enforce our trademarks.

In addition, third parties may bring infringement and other claims that could be time-consuming and expensive to defend. Also, parties making infringement and other claims may be able to obtain injunctive or other equitable relief that could effectively block our ability to provide our products, services or business methods and could cause us to pay substantial damages. In the event of a successful claim of infringement, we may need to obtain one or more licenses from third parties, which may not be available at a reasonable cost, or at all. It is possible that our intellectual property rights may not be valid or that we may infringe upon existing or future proprietary rights of others. Any successful infringement claims could subject us to significant liabilities, require us to seek licenses on unfavorable terms, prevent us from manufacturing or selling products, services and business methods and require us to redesign or, in the case of trademark claims, re-brand our company or products, any of which could have a material adverse effect on our business, results of operations or financial condition.

We are subject to financial and operating covenants in our credit agreement and any failure to comply with such covenants, or obtain waivers in the event of non-compliance, could limit our borrowing availability under the credit agreement, resulting in our being unable to borrow under our credit agreement and materially adversely impact our liquidity.

Our credit agreement with Wells Fargo Bank, National Association contains provisions that may limit our future borrowing availability, and may from time to time require us to maintain a minimum fixed charge coverage ratio. The credit agreement also contains other customary covenants, including certain restrictions on our ability to incur additional indebtedness, consolidate or merge, enter into acquisitions, guarantee obligations of third parties, make loans or advances, declare or pay any dividend or distribution on our stock, redeem or repurchase shares of our stock, or pledge or dispose of assets.

There can be no assurance that we will be able to comply with the financial and other covenants in our credit agreement. Our failure to comply with these covenants could cause us to be unable to borrow under the credit agreement and may constitute an event of default which, if not cured or waived, could result in the acceleration of the maturity of any indebtedness then outstanding under the credit agreement, which would require us to pay all amounts then outstanding. Such an event could materially adversely affect our financial condition and liquidity. Additionally, such events of non-compliance could impact the terms of any additional borrowings and/or any credit renewal terms. Any failure to comply with such covenants would be a disclosable event and may be perceived negatively. Such perception could adversely affect the market price for our common stock and our ability to obtain financing in the future.

If our information technology systems fail, or if we experience an interruption in their operation, then our business, results of operations and financial condition could be materially adversely affected.

The efficient operation of our business is dependent on our information technology systems. We rely on those systems generally to manage the day-to-day operation of our business, manage relationships with our customers, maintain our research and development data and maintain our financial and accounting records. The failure of our information technology systems, our inability to successfully maintain, enhance and/or replace our information technology systems, or any compromise of the integrity or security of the data we generate from our information technology systems, could adversely affect our results of operations, disrupt our business and product development and make us unable, or severely limit our ability, to respond to customer demands. In addition, our information technology systems are vulnerable to damage or interruption from:

- earthquake, fire, flood and other natural disasters;

- employee or other theft;
- attacks by computer viruses or hackers;
- power outages; and
- computer systems, internet, telecommunications or data network failure.

Any interruption of our information technology systems could result in decreased revenue, increased expenses, increased capital expenditures, customer dissatisfaction and potential lawsuits, any of which could have a material adverse effect on our results of operations or financial condition.

If our information technology systems security measures are breached or fail, our products may be perceived as not being secure, customers may curtail or stop buying our products, we may incur significant legal and financial exposure, our business, results of operations and financial condition could be materially adversely affected.

Our information technology systems involve the storage of customers' personal and proprietary information in our equipment, networks and corporate systems. Security breaches expose us to a risk of loss of this information, litigation and increased costs for security measures, loss of revenue, damage to our reputation and potential liability. Security breaches or unauthorized access may in the future result in a combination of significant legal and financial exposure, increased remediation and other costs, damage to our reputation and a loss of confidence in the security of our products, services and networks that could have an adverse effect upon our business. We take steps to prevent unauthorized access to our corporate systems, however, because the techniques used to obtain unauthorized access, disable or sabotage systems change frequently or may be designed to remain dormant until a triggering event, we may be unable to anticipate these techniques or implement adequate preventative measures. In addition, hardware, software or applications we procure from third parties may contain defects in design or manufacture or other problems that could unexpectedly compromise network and data security.

Our retrofitting process frequently involves responsibility for the removal and disposal of components containing hazardous materials.

When we retrofit a customer's facility, we typically assume responsibility for removing and disposing of its existing lighting fixtures. Certain components of these fixtures typically contain trace amounts of mercury and other hazardous materials. Older components may also contain trace amounts of polychlorinated biphenyls, or PCBs. We currently rely on contractors to remove the components containing such hazardous materials at the customer job site. The contractors then arrange for the disposal of such components at a licensed disposal facility. Failure by such contractors to remove or dispose of the components containing these hazardous materials in a safe, effective and lawful manner could give rise to liability for us, or could expose our workers or other persons to these hazardous materials, which could result in claims against us which may have a material adverse effect on our results of operations, financial condition, cash flows or reputation.

The cost of compliance with environmental laws and regulations and any related environmental liabilities could adversely affect our results of operations or financial condition.

Our operations are subject to federal, state and local laws and regulations governing, among other things, emissions to air, discharge to water, the remediation of contaminated properties and the generation, handling, storage, transportation, treatment and disposal of, and exposure to, waste and other materials, as well as laws and regulations relating to occupational health and safety. These laws and regulations frequently change, and the violation of these laws or regulations can lead to substantial fines, penalties and other liabilities. The operation of our manufacturing facility entails risks in these areas and there can be no assurance that we will not incur material costs or liabilities in the future that could adversely affect our results of operations or financial condition.

We expect our quarterly revenue and operating results to fluctuate. If we fail to meet the expectations of market analysts or investors, the market price of our common stock could decline substantially, and we could become subject to securities litigation.

Our quarterly revenue and operating results have fluctuated in the past and will likely vary from quarter to quarter in the future. The results of one quarter are not an indication of our future performance. Our revenue and operating results may fall below the expectations of market analysts or investors in some future quarter or quarters. Our failure to meet these expectations could cause the market price of our common stock to decline substantially. If the price of our common stock is volatile or falls significantly below our current price, we may be the target of securities litigation. If we become involved in this type of litigation, regardless of the outcome, we could incur substantial legal costs, management's attention could be diverted from the operation of our business, and our reputation could be damaged, which could adversely affect our business, results of operations or financial condition.

Our net operating loss carry-forwards provide a future benefit only if we are profitable and may be subject to limitation based upon ownership changes.

We have significant federal net operating loss carry-forwards and state net operating loss carry-forwards. While our federal and state net operating loss carry-forwards are fully reserved for, if we are unable to return to and maintain profitability, we may not be able to fully utilize these tax benefits. Furthermore, generally a change of more than 50% in the ownership of a company's

stock, by value, over a three-year period constitutes an ownership change for federal income tax purposes. An ownership change may limit a company's ability to use its net operating loss carry-forwards attributable to the period prior to such change. We believe that past issuances and transfers of our stock caused an ownership change in fiscal 2007 that may affect the timing of the use of our net operating loss carry-forwards, but we do not believe the ownership change affects the use of the full amount of our net operating loss carry-forwards. As a result, our ability to use our net operating loss carry-forwards attributable to the period prior to such ownership change to offset taxable income will be subject to limitations in a particular year, which could potentially result in increased future tax liability for us.

Our failure to establish and maintain effective internal controls over financial reporting could harm our business and financial results.

Our management is responsible for establishing and maintaining effective internal control over financial reporting. Internal control over financial reporting is a process to provide reasonable assurance regarding the reliability of financial reporting for external purposes in accordance with accounting principles generally accepted in the United States. Because of its inherent limitations, internal control over financial reporting is not intended to provide absolute assurance that we would prevent or detect a misstatement of our financial statements or fraud. As of March 31, 2017 and March 31, 2016, our Chief Executive Officer and Chief Financial Officer concluded that our internal controls were not effective due to certain identified material weaknesses. The material weakness identified as of March 31, 2017 was the result of our insufficient review of our project costs and related accounting entries. The material weaknesses identified as of March 31, 2016 were a result of our insufficient review of non-routine revenue transactions and the related accounting entries and were remediated during fiscal 2017. These material weaknesses were a result of our insufficient review of non-routine revenue transactions and the related accounting entries. A material weakness is defined as a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the annual or interim financial statements will not be prevented or detected on a timely basis. If the remedial measures implemented are determined to be insufficient to address this material weakness, if we are unable to successfully remediate our current material weakness related to our accounting close process, or if additional material weaknesses or significant deficiencies in the internal control are discovered or occur in the future, our consolidated financial statements may contain material misstatements and we could be required to restate our financial results. The failure to maintain an effective system of internal control over financial reporting could limit our ability to report our financial results accurately and in a timely manner or to detect and prevent fraud and could also cause a loss of investor confidence and decline in the market price of our common stock.

If securities or industry analysts do not continue to publish research or publish inaccurate or unfavorable research about our business, our stock price and trading volume could decline.

The trading market for our common stock will continue to depend in part on the research and reports that securities or industry analysts publish about our business or us. If these analysts do not continue to provide adequate research coverage or if one or more of the analysts who covers us downgrades our stock or publishes inaccurate or unfavorable research about our business, our stock price would likely decline. If one or more of these analysts ceases coverage of our company or fails to publish reports on us regularly, demand for our stock could decrease, which could cause our stock price and trading volume to decline.

The market price of our common stock could be adversely affected by future sales of our common stock in the public market by us or our executive officers and directors.

We and our executive officers and directors may from time to time sell shares of our common stock in the public market or otherwise. We cannot predict the size or the effect, if any, that future sales of shares of our common stock by us or our executive officers and directors, or the perception of such sales, would have on the market price of our common stock.

We may not be able to maintain compliance with The NASDAQ Capital Market's continued listing requirements.

Our common stock is listed on The NASDAQ Capital Market. In order to maintain the listing of our common stock on The NASDAQ Capital Market, we must meet minimum financial, and other requirements, including requirements that our common stock maintains a minimum price per share of \$1.00. As of May 31, 2017 the closing price per share of our common stock was \$1.38. If the price of our common stock were to fall below \$1.00 for 30 or more consecutive business days, we would no longer be in compliance with the continued listing requirements of The NASDAQ Capital Market and may be required to take steps to satisfy the minimum price per share requirement, including calling a special meeting of our shareholders to approve a reverse stock split. A potential delisting of our common stock could adversely affect the market liquidity of our common stock, our ability to obtain financing and our ability to fund our operations.

We are not currently paying dividends and will likely continue not paying dividends for the foreseeable future.

We have never paid or declared any cash dividends on our common stock. We currently intend to retain all available funds and any future earnings to fund the development and expansion of our business, and we do not anticipate paying any cash dividends in the foreseeable future. In addition, the terms of our existing revolving credit agreement restrict the payment of cash dividends on our common stock. Any future determination to pay dividends will be at the discretion of our board of directors and will depend

on our financial condition, results of operations, capital requirements, contractual restrictions and other factors that our board of directors deems relevant. The restriction on and decision not to pay dividends may impact our ability to attract investors and raise funds, if necessary, in the capital markets.

Anti-takeover provisions included in the Wisconsin Business Corporation Law, provisions in our amended and restated articles of incorporation or bylaws and the common share purchase rights that accompany shares of our common stock could delay or prevent a change of control of our company, which could adversely impact the value of our common stock and may prevent or frustrate attempts by our shareholders to replace or remove our current board of directors or management.

A change of control of our company may be discouraged, delayed or prevented by certain provisions of the Wisconsin Business Corporation Law. These provisions generally restrict a broad range of business combinations between a Wisconsin corporation and a shareholder owning 15% or more of our outstanding common stock. These and other provisions in our amended and restated articles of incorporation, including our staggered board of directors and our ability to issue "blank check" preferred stock, as well as the provisions of our amended and restated bylaws and Wisconsin law, could make it more difficult for shareholders or potential acquirers to obtain control of our board of directors or initiate actions that are opposed by the then-current board of directors, including to delay or impede a merger, tender offer or proxy contest involving our company.

Each currently outstanding share of our common stock includes, and each newly issued share of our common stock will include, a common share purchase right. The rights are attached to, and trade with, the shares of common stock and generally are not exercisable. The rights will become exercisable if a person or group acquires, or announces an intention to acquire, 20% or more of our outstanding common stock. The rights have some anti-takeover effects and generally will cause substantial dilution to a person or group that attempts to acquire control of us without conditioning the offer on either redemption of the rights or amendment of the rights to prevent this dilution. The rights could have the effect of delaying, deferring or preventing a change of control.

In addition, our employment arrangements with senior management provide for severance payments and accelerated vesting of benefits, including accelerated vesting of stock options and restricted stock awards, upon a change of control. These provisions could limit the price that investors might be willing to pay in the future for shares of our common stock, thereby adversely affecting the market price of our common stock. These provisions may also discourage or prevent a change of control or result in a lower price per share paid to our shareholders.

ITEM 1B. UNRESOLVED STAFF COMMENTS

None.

ITEM 2. PROPERTIES

On March 31, 2016, we entered into a purchase and sale agreement with a third party to sell and leaseback our manufacturing and distribution facility located in Manitowoc, Wisconsin. The transaction closed on June 30, 2016. Pursuant to the agreement, a lease was entered into on June 30, 2016, in which we are leasing approximately 197,000 square feet of the building for not less than three years. The lease contains options by either party to reduce the amount of leased space after March 1, 2017. We continue to lease approximately 197,000 square feet of the building as of the date of this report.

We own our approximately 70,000 square foot technology center and corporate headquarters adjacent to our leased Manitowoc manufacturing and distribution facility, of which we lease a portion to a third party. We also lease office space in the following locations:

- 5,600 square foot office in Houston, Texas.
- 10,500 square foot office space in Jacksonville, Florida.
- 3,100 square foot office space in Chicago, Illinois.

Facilities noted above are utilized by all our business segments.

ITEM 3. LEGAL PROCEEDINGS

We are subject to various claims and legal proceedings arising in the ordinary course of business. As of the date of this report, we are unable to currently assess whether the final resolution of any of such claims or legal proceedings may have a material adverse effect on our future results of operations. In addition to ordinary-course litigation, we are a party to the proceedings described below.

On March 27, 2014, we were named as a defendant in a civil lawsuit filed by Neal R. Verfuert, a former Chief Executive Officer who was terminated for cause in November 2012, in the United States District Court for the Eastern District of Wisconsin (Green Bay Division). The plaintiff alleged, among other things, that we breached certain agreements entered into with the plaintiff, including the plaintiff's employment agreement, and violated certain laws. The complaint sought, among other relief, unspecified pecuniary and compensatory damages, fees and such other relief as the court may deem just and proper. On November 4, 2014, the court granted our motion to dismiss six of the plaintiff's claims. On January 9, 2015, the plaintiff filed an amended complaint re-alleging claims that were dismissed by the court, including, among other things, a retaliation claim and certain claims with respect to prior management agreements and certain intellectual property rights. On January 22, 2015, we filed a motion to dismiss and a motion to strike certain of the claims made in the amended complaint. On May 18, 2015, the court dismissed the intellectual property claims re-alleged in the January 9, 2015 amended complaint. At the court's direction, the parties attempted to mediate the matter in May 2016, but were unsuccessful in resolving the matter.

On August 25, 2016, the Chief Judge of the United States District Court for the Eastern District of Wisconsin (Green Bay Division) dismissed all claims against us brought by the plaintiff, including his claims that we had allegedly breached the plaintiff's employment agreement and had allegedly violated the plaintiff's whistleblower rights. On September 22, 2016, the plaintiff filed an appeal to the United States Court of Appeals challenging the judgment rendered on August 25, 2016. After the court-mandated mediation was unsuccessful, the plaintiff moved forward with his appeal focusing only on the District Court's dismissal of his whistleblower claims.

We intend to continue to defend against the claims vigorously. We believe that we have substantial legal and factual defenses to the claims and allegations remaining in the case and that we will prevail in this proceeding. Based upon the current status of the lawsuit, we do not believe that it is reasonably possible that the lawsuit will have a material adverse impact on our future continuing results of operations.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED SHAREHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Price Range of our Common Stock

Our common stock is currently listed on The NASDAQ Capital Market under the symbol "OESX". Prior to June 15, 2015, our common stock was listed on the NYSE MKT. The following table sets forth the range of high and low sales prices per share as reported on The NASDAQ Capital Market or NYSE MKT, as applicable, for the periods indicated.

	<u>High</u>	<u>Low</u>
Fiscal 2017		
First Quarter	\$ 1.55	\$ 1.13
Second Quarter	\$ 1.45	\$ 1.18
Third Quarter	\$ 2.49	\$ 1.17
Fourth Quarter	\$ 2.31	\$ 1.76
Fiscal 2016		
First Quarter	\$ 3.48	\$ 2.17
Second Quarter	\$ 2.59	\$ 1.73
Third Quarter	\$ 2.50	\$ 1.58
Fourth Quarter	\$ 2.25	\$ 1.18

Shareholders

As of May 31, 2017, there were approximately 226 record holders of the 28,497,329 outstanding shares of our common stock. The number of record holders does not include shareholders for whom shares are held in a "nominee" or "street" name.

Dividend Policy

We have never paid or declared any cash dividends on our common stock. We currently intend to retain all available funds and any future earnings to fund the development and expansion of our business, and we do not anticipate paying any cash dividends in the foreseeable future. In addition, the terms of our existing credit agreement restrict the payment of cash dividends on our common stock. Any future determination to pay dividends will be at the discretion of our board of directors and will depend on our financial condition, results of operations, capital requirements, contractual restrictions (including those under our loan agreements) and other factors that our board of directors deems relevant.

Securities Authorized for Issuance under Equity Compensation Plans

The following table represents shares outstanding under our 2003 Stock Option Plan, our 2004 Stock and Incentive Awards Incentive Plan, and our 2016 Omnibus Incentive Plan as of March 31, 2017.

Equity Compensation Plan Information

<u>Plan Category</u>	<u>Number of Securities to be Issued Upon Exercise of Outstanding Options and Vesting of Restricted Shares</u>	<u>Weighted Average Exercise Price of Outstanding Options and Restricted Shares</u>	<u>Number of Securities Remaining Available for Future Issuances Under the Equity Compensation Plans (1)</u>
Equity Compensation plans approved by security holders	3,225,496	\$ 2.47	1,298,221
Equity Compensation plans not approved by security holders	—	—	—
Total	3,225,496	\$ 2.47	1,298,221

(1) Excludes shares reflected in the column titled “Number of Securities to be Issued Upon Exercise of Outstanding Options and Vesting of Restricted Shares”.

Issuer Purchase of Equity Securities

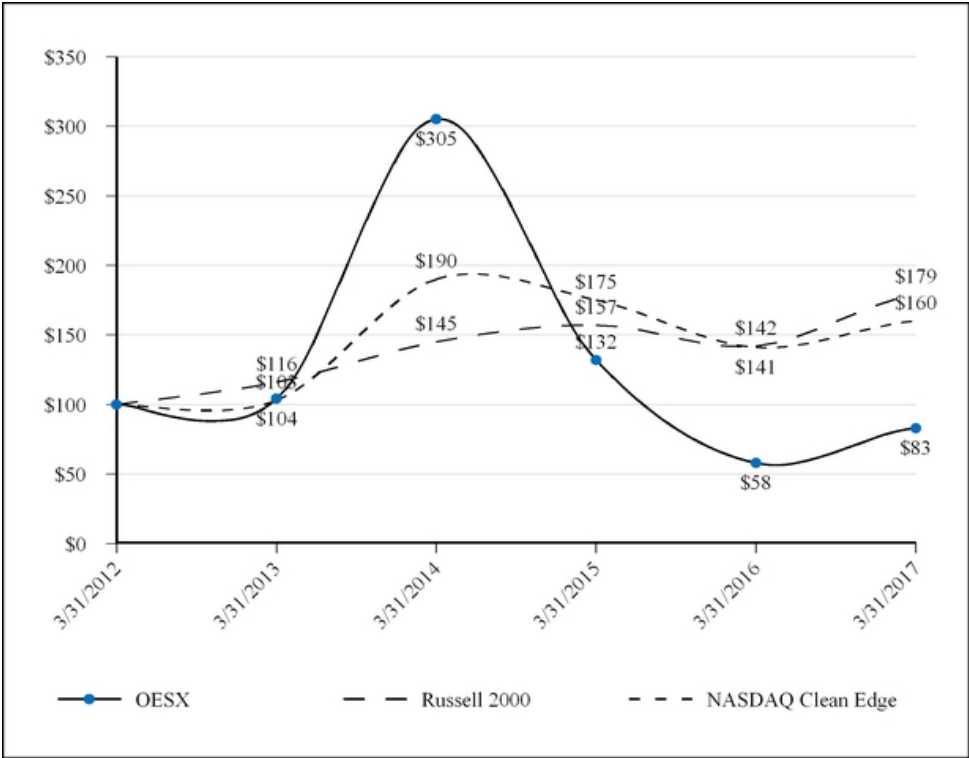
We did not purchase shares of our common stock during the year ended March 31, 2017.

Unregistered Sales of Securities

We did not make any unregistered sales of our common stock during the year ended March 31, 2017 that were not previously disclosed in a Quarterly Report on form 10-Q or a current report on Form 8-K during such period.

Stock Price Performance Graph

The following graph shows the total shareholder return of an investment of \$100 in cash on March 31, 2012 through March 31, 2017, for (1) our common stock, (2) the Russell 2000 Index and (3) The NASDAQ Clean Edge Green Energy Index. Data for the Russell 2000 Index and the NASDAQ Clean Edge Green Energy Index assume reinvestment of dividends. The stock price performance graph should not be deemed filed or incorporated by reference into any other filing made by us under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate the stock performance graph by reference in another filing.



ITEM 6. SELECTED FINANCIAL DATA

You should read the following selected consolidated financial data in conjunction with Item 7. "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our consolidated financial statements and the related notes included in Item 8. "Financial Statements and Supplementary Data" of this report. The selected historical consolidated financial data are not necessarily indicative of future results.

	Fiscal Year Ended March 31,				
	2017	2016	2015	2014	2013
(in thousands, except per share amounts)					
Consolidated statements of operations data:					
Product revenue	\$ 66,224	\$ 64,897	\$ 65,881	\$ 71,954	\$ 72,604
Service revenue	3,987	2,745	6,329	16,669	13,482
Total revenue	70,211	67,642	72,210	88,623	86,086
Cost of product revenue (1)(5)(7)	49,630	49,630	68,388	54,423	49,551
Cost of service revenue	3,244	2,015	4,959	11,220	9,805
Total cost of revenue	52,874	51,645	73,347	65,643	59,356
Gross profit (loss)	17,337	15,997	(1,137)	22,980	26,730
General and administrative expenses (1)(2)(3)	14,777	16,884	14,908	14,951	13,946
Impairment of assets (6)	250	6,023	—	—	—
Acquisition and integration related expenses (4)	—	—	47	819	—
Sales and marketing expenses (1)(2)	12,833	11,343	13,290	13,527	17,129
Research and development expenses (1)	2,004	1,668	2,554	2,026	2,259
Loss from operations	(12,527)	(19,921)	(31,936)	(8,343)	(6,604)
Other income	215	—	—	—	—
Interest expense	(273)	(297)	(376)	(481)	(567)
Dividend and interest income	36	128	300	567	845
Loss before income tax	(12,549)	(20,090)	(32,012)	(8,257)	(6,326)
Income tax (benefit) expense (2)(3)	(261)	36	49	(2,058)	4,073
Net loss and comprehensive loss	\$ (12,288)	\$ (20,126)	\$ (32,061)	\$ (6,199)	\$ (10,399)
Net loss per share attributable to common shareholders:					
Basic	\$ (0.44)	\$ (0.73)	\$ (1.43)	\$ (0.30)	\$ (0.50)
Diluted	\$ (0.44)	\$ (0.73)	\$ (1.43)	\$ (0.30)	\$ (0.50)
Weighted-average shares outstanding:					
Basic	28,156	27,628	22,353	20,988	20,997
Diluted	28,156	27,628	22,353	20,988	20,997

(1) Includes stock-based compensation expense recognized under Financial Accounting Standards Board Accounting Standards Codification Topic 718, or ASC Topic 718, as follows:

	Fiscal Year Ended March 31,				
	2017	2016	2015	2014	2013
(in thousands)					
Cost of product revenue	\$ 30	\$ 36	\$ 50	\$ 70	\$ 114
General and administrative expenses	1,337	1,148	1,056	1,025	578
Sales and marketing expenses	139	235	360	485	451
Research and development expenses	99	43	33	13	21
Total stock-based compensation expense	\$ 1,605	\$ 1,462	\$ 1,499	\$ 1,593	\$ 1,164

- (2) Includes fiscal 2013 reorganization expenses of \$1,900 in general and administrative expenses, \$225 in sales and marketing expenses and a \$4,074 valuation reserve for deferred tax assets in income tax expense.
- (3) Includes fiscal 2014 loss on sale of a leased corporate jet of \$1,507 in general and administrative expenses and a \$2,315 benefit for deferred tax liabilities created by the acquisition of Harris in income tax benefit. Includes in fiscal 2016 a \$1,400 loss contingency.
- (4) Includes fiscal 2014 expenses of \$515 related to the acquisition and integration of Harris.
- (5) Includes fiscal 2015 expenses of \$12,130 related to the impairment of wireless control inventory, fixed assets and intangible assets.
- (6) Includes fiscal 2017 intangible asset impairment of \$250 and fiscal 2016 expenses of \$4,409 related to the impairment of goodwill and \$1,614 related to the write-down to fair value of the manufacturing facility.
- (7) Includes fiscal 2017 expenses of \$2,209 related to an increase in inventory reserves and other inventory adjustments.

	As of March 31,				
	2017	2016	2015	2014	2013
	(in thousands)				
Consolidated balance sheet data:					
Cash and cash equivalents	\$ 17,307	\$ 15,542	\$ 20,002	\$ 17,568	\$ 14,376
Short-term investments	—	—	—	470	1,021
Total assets	62,051	70,875	87,805	98,940	102,097
Long term borrowings	6,819	4,021	3,222	3,151	4,109
Shareholder notes receivable	(4)	(4)	(4)	(50)	(265)
Total shareholders' equity	35,450	45,983	64,511	77,012	77,769

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion and analysis of our financial condition and results of operations should be read together with our audited consolidated financial statements and related notes included in this Annual Report on Form 10-K for the fiscal year ended March 31, 2017. See also "Forward-Looking Statements" and Item 1A "Risk Factors".

Overview

We are a leading designer and manufacturer of high-performance, energy-efficient LED and other lighting platforms. We research, develop, design, manufacture, market, sell and implement energy management systems consisting primarily of high-performance, energy-efficient commercial and industrial interior and exterior lighting systems and related services. Our products are targeted for applications in three primary market segments: commercial office and retail, area lighting and industrial applications, although we do sell and install products into other markets. Virtually all of our sales occur within North America.

Our lighting products consist primarily of light emitting diode ("LED") lighting fixtures. Our principal customers include national accounts, electrical distributors, energy service companies ("ESCOs") and electrical contractors. Currently, substantially all of our products are manufactured at our leased production facility location in Manitowoc, Wisconsin, although we are increasingly sourcing products and components from third parties as the LED market continues to evolve and in order to provide versatility in our product development.

Although we continue to sell some lighting products using our legacy high intensity fluorescent ("HIF") technology, we believe the market for lighting products has shifted to LED lighting systems, and that the customer base for our legacy HIF products will continue to decline. Compared to our legacy lighting systems, we believe that LED lighting technology allows for better optical performance, significantly reduced maintenance costs due to performance longevity and reduced energy consumption. Due to their size and flexibility in application, we also believe that LED lighting systems can address opportunities for retrofit applications that cannot be satisfied by fluorescent or other legacy technologies. Our LED lighting technologies have become the primary component of our revenue as we continue to strive to be a leader in the LED market. Based on a July 2015 United States Department of Energy report, we estimate the potential North American LED retrofit market within our key product categories to be approximately 1.1 billion lighting fixtures. We plan to continue to primarily focus on developing and selling innovative LED products.

We do not have long-term contracts with our customers that provide us with recurring revenue from period to period and we typically generate substantially all of our revenue from sales of lighting systems and related services to governmental, commercial and industrial customers on a project-by-project basis. We typically sell our lighting systems in replacement of our customers' existing fixtures. We call this replacement process a "retrofit." We frequently engage our customer's existing electrical contractor to provide installation and project management services. We also sell our lighting systems on a wholesale basis, principally to electrical contractors, electrical distributors, and ESCOs to sell to their own customer bases.

Our ability to achieve our desired revenue growth and profitability goals depends on our ability to effectively engage distribution and sales agents, develop recurring revenue streams, implement our cost reduction initiatives, and improve our marketing, new product development, project management, margin enhancement and operating expense management, as well as other factors. In addition, the gross margins of our products can vary significantly depending upon the types of products we sell, with margins ranging from 15% to 50%. As a result, a change in the total mix of our sales toward higher or lower margin products can cause our profitability to fluctuate from period to period.

Our fiscal year ends on March 31. We refer to our prior fiscal year which ended on March 31, 2015, as "fiscal 2015", the year ended March 31, 2016 as "fiscal 2016", and our current fiscal year, which ends on March 31, 2017, as "fiscal 2017." Our fiscal first quarter of each fiscal year ends on June 30, our fiscal second quarter ends on September 30, our fiscal third quarter ends on December 31 and our fiscal fourth quarter ends on March 31.

Reportable segments are components of an entity that have separate financial data that the entity's chief operating decision maker ("CODM") regularly reviews when allocating resources and assessing performance. Our CODM is our chief executive officer. Orion has three reportable segments: Orion U.S. Markets Division ("USM"), Orion Engineered Systems Division ("OES"), and Orion Distribution Services Division ("ODS").

Market Shift to Light Emitting Diode Products

The rapid market shift in the lighting industry from legacy lighting products to LED lighting products has caused us to adopt new strategies, approaches and processes in order to respond proactively to this industry transition. These changing underlying business fundamentals in this transition include:

- Rapidly declining LED component costs and LED product end user customer pricing pressure.

- Improving LED product performance and customer return on investment payback periods driving increasing customer preferences for LED lighting products compared to legacy lighting products.
- Increasing LED lighting product customer sales compared to decreasing HIF product sales.
- A broader and more diverse customer base and market opportunities compared to our historical commercial and industrial facility customers.
- Increased importance of highly innovative product designs and features and enhanced product research and development capabilities resulting in more rapid new product introduction.
- Significantly reduced product technology life cycles; significantly shorter product inventory shelf lives and the related increased risk of rapidly occurring product technology obsolescence.
- Increased reliance on international component sources.
- Less internal product fabrication and production capabilities needed to support LED product assembly.
- Different and broader types of components, fabrication and assembly processes needed to support LED product assembly compared to our legacy products.
- Expanding customer bases and sales channels.
- Significantly longer end user product warranty requirements for LED products compared to our legacy products.

As we continue to focus our primary business on selling our LED product lines to respond to the rapidly changing market dynamics in the lighting industry, we face intense competition from an increased number of other LED product companies, a number of which have substantially greater resources and more experience and history with LED lighting products than we do.

Fiscal 2017 Developments

During the second half of fiscal 2017 we experienced a slowing of customer capital spending which we attribute to general macro-economic concerns and conservative cash allocation strategies within our manufacturing and industrial customer base. Additionally, during fiscal 2017, we continued to further emphasize sales through our distribution channel by working through manufacturer representative agencies that represent lighting distributors throughout our addressable markets: commercial office and retail, area lighting and industrial applications. While we expect this activity to generate long-term growth, in the near-term it may have a dampening impact on revenues.

During fiscal 2017, we continued to see slight improvements in our LED product gross margin related to LED products as a result of our negotiated price decreases for lighting components and the benefits of our cost containment initiatives. In fiscal 2017, we introduced a series of new LED industrial high bay products, among them the High-Bay Luminaire that broke the 200 Lumens Per Watt (“LPW”) barrier at 214 LPW. These LED products have significant advantages in delivering lumens per watt and, we believe, the lowest total cost of ownership versus other LED lighting products. Additionally, we expect that our gross margins will improve as we increase sales of these new products. During fiscal 2017, LED lighting revenue increased by 16.3% compared to fiscal 2016.

In the fourth quarter of fiscal 2017 we experienced a pullback in the market as customers reduced spending due to economic concerns and became more conservative with the change in the U.S. economy upon the installment of new government leadership at the national level. Orion converted its legacy fluorescent business to a “stock to order” basis and wrote off inventory as well as increasing the reserve on certain LED exterior lighting products.

Recent Developments

On May 25, 2017, our Board of Directors restructured our management team. As part of this restructuring, our Chief Executive Officer, John Scribante, left the Company and Mike Altschaefl, our current Board Chair, assumed the role of Chief Executive Officer. In addition, Scott Green, our Executive Vice President - Sales, became our new Chief Operating Officer, with ongoing primary responsibility for improving our revenue generation. Mike Potts and Marc Meade, our current Executive Vice Presidents, remained in their positions and were assigned primary responsibility for substantially reducing our cost structure and for streamlining operations. Bill Hull remained in his position as Chief Financial Officer.

Our market and product strategy are not changing. We are renewing our focus on execution, including a reduction in our cost structure. Our restructured management team has developed a plan to achieve positive earnings before interest, taxes, depreciation, and amortization, or EBITDA, no later than the fourth quarter of fiscal 2018 through the implementation of the following cost cutting measures:

- Constant monitoring and management of manufacturing overhead costs to ensure we continue to deliver strong gross margin amid an increasingly competitive market landscape;
- Reducing staff positions through a targeted reduction in existing headcount;
- Reductions in the total compensation of our executive management and board of directors;

- Reductions in operating expenses, including better control of legal spending, elimination of our racing program and removal of various non-critical back office programs and initiatives.

We believe the above cost reduction plan, coupled with our renewed focus on sales channel execution will help to drive revenue growth and accelerate our path to profitability.

Fiscal 2018 Outlook

Despite recent economic challenges, we remain optimistic about our near-term and long-term financial performance. We believe that customer purchases of LED lighting systems will continue to increase in the near-term as expected improvements in LED performance and expected decreases in LED product costs make our LED products even more economically compelling to our customers. Our near-term optimism is based upon: (i) our efforts to expand our distribution services customer base; (ii) our intentions to continue to selectively expand our sales force; (iii) our investments into new high-performance LED industrial lighting fixtures; (iv) our recent improvements in gross margin as a result of our cost containment initiatives and development of higher-performance LED products; and (v) the increasing volume of unit sales of our new higher margin products, specifically our LED high bay lighting fixtures.

Our long-term optimism is based upon the considerable size of the existing market opportunity for lighting retrofits, including the market opportunities in commercial office, manufacturing, healthcare, government and retail markets, the continued development of our new higher margin products and product enhancements, including our new LED product offerings, our efforts to expand our channels of distribution and our cost reduction initiatives. As we continue to adapt to the rapidly evolving lighting market, we have implemented significant changes to our manufacturing operations to increase our flexibility, lower our cost structure and remain competitive.

Our outlook for 2018 is positive since other factors lead us to believe that the following factors will directly or indirectly drive spending:

- LED adoption continues to grow in all sectors;
- Commercial and industrial sentiment is strengthening;
- Utility incentives continue to be available and are increasing as a percent of project costs in many areas;
- Prospects of tax regulatory reform are encouraging;
- Capital spending is increasing;
- Business profits are increasing; and
- Consumer spending remains strong.

Beyond the benefits of our lighting fixtures, there is also an opportunity to utilize our system platform as a “digital” or “connected ceiling”, or rather a framework or network that can support the installation and integration of other business solutions on our digital platform. This exciting, cutting edge growth opportunity is also known as the “Industrial Internet of Things” or IIoT, and is still early in its development, however, we have already participated in a few compelling applications that deliver cost savings and efficiency in areas outside of lighting.

We expect that, based on the above circumstances, our revenues and gross margins will increase during fiscal 2018, when compared to fiscal 2017, as we continue to recognize the benefits of higher purchase volumes of LED components at lower costs, increasing sales volumes of our newly introduced and higher-margin LED high bay products and increased utilization of our manufacturing facility.

We also expect that our selling and marketing expenditures will increase slightly in fiscal 2018 primarily to support more robust customer lead generation and to further enhance our brand awareness with our agents to support their efforts to sell our products.

Results of Operations: Fiscal 2017 versus Fiscal 2016

The following table sets forth the line items of our consolidated statements of operations and as a relative percentage of our total revenue for each applicable period, together with the relative percentage change in such line item between applicable comparable periods (in thousands, except percentages):

	Fiscal Year Ended March 31,				
	2017	2016	% Change	2017	2016
	Amount	Amount		% of Revenue	% of Revenue
Product revenue	\$ 66,224	\$ 64,897	2.0 %	94.3 %	95.9 %
Service revenue	3,987	2,745	45.2 %	5.7 %	4.1 %
Total revenue	70,211	67,642	3.8 %	100.0 %	100.0 %
Cost of product revenue	49,630	49,630	— %	70.7 %	73.4 %
Cost of service revenue	3,244	2,015	61.0 %	4.6 %	3.0 %
Total cost of revenue	52,874	51,645	2.4 %	75.3 %	76.4 %
Gross profit (loss)	17,337	15,997	8.4 %	24.7 %	23.6 %
General and administrative expenses	14,777	16,884	(12.5)%	21.0 %	25.0 %
Impairment of assets	250	6,023	NM	0.4 %	8.6 %
Sales and marketing expenses	12,833	11,343	13.1 %	18.3 %	16.8 %
Research and development expenses	2,004	1,668	20.1 %	2.9 %	2.5 %
Loss from operations	(12,527)	(19,921)	37.1 %	(17.8)%	(29.5)%
Other income	215	—	NM	0.3 %	— %
Interest expense	(273)	(297)	(8.1)%	(0.4)%	(0.4)%
Interest income	36	128	(71.9)%	0.1 %	0.2 %
Loss before income tax	(12,549)	(20,090)	37.5 %	(17.9)%	(29.7)%
Income tax expense	(261)	36	NM	(0.4)%	0.1 %
Net loss and comprehensive loss	\$ (12,288)	\$ (20,126)	38.9 %	(17.5)%	(29.8)%

*NM = Not Meaningful

Revenue. Product revenue increased 2.0%, or \$1,327,000. The increase in product revenue in fiscal 2017 was primarily a result of strengthening sales volume of LED fixtures and sales of new products introduced during the year. Our increase in product revenue was partially offset by negative impacts resulting from the transition of our distribution sales channel to an agent driven model, that did not gain traction until late in the second quarter of fiscal 2017. LED lighting revenue increased by 16.3% to \$53,110,000 in fiscal 2017 as compared to \$45,678,000 in fiscal 2016. Service revenue increased 45.2%, or \$1,242,000, primarily due to more installation project revenue in fiscal 2017 when compared to fiscal 2016. Total revenue increased by 3.8%, or \$2,569,000, primarily due to the items discussed above.

Cost of Revenue and Gross Margin. Our cost of product revenue remained the same although fiscal 2017 had higher sales and better absorption. Our fiscal year 2017 gross margin includes the adverse impact of \$2,209,000 of charges to increase the inventory reserve by \$1,671,000 and an adjustment to write off supplies inventory of \$538,000. The increase to the reserve reflects a growing customer preference for higher performing LED lighting technologies and the related slowdown in demand for lower priced earlier generation solutions. Our cost of service revenue increased 61.0%, or \$1,229,000 in fiscal 2017 versus fiscal 2016 primarily due to additional costs associated with our increased service revenue in fiscal 2017. Gross margin increased from 23.6% of revenue in fiscal 2016 to 24.7% in fiscal 2017. Lighting gross margin was positively impacted by a favorable mix of higher-priced and higher-margin LED high bay fixtures, better absorption due to higher volumes, negotiated price decreases for lighting components, and the benefits of our cost containment initiatives.

Operating Expenses

General and Administrative. Our general and administrative expenses decreased 12.5%, or \$2,107,000, in fiscal 2017 primarily due to a reduction in legal costs, depreciation and amortization expense, offset by increases in employee costs, stock compensation, auditing and consulting expenses.

Impairment of assets. We performed an impairment test as of March 31, 2017 due to a triggering event for our indefinite-lived intangible asset. As a result of this impairment test, we determined that \$250,000 of our intangible asset for the Harris trade name was impaired. In 2016, we performed our annual goodwill impairment test in the fourth quarter and we determined that the entire amount of our recorded goodwill of \$4,409,000 was impaired. Also in fiscal 2016, our long-lived assets related to the pending sale and leaseback of our manufacturing facility were impaired by \$1,614,000 to properly represent the fair value of the property being sold.

Sales and Marketing. Our sales and marketing expenses increased 13.1%, or \$1,490,000, in fiscal 2017 compared to fiscal 2016. The increase was primarily due to increased commissions related to our agency channel and rebranding costs, offset by a reduction in bad debt expense incurred in fiscal 2017 when compared to fiscal 2016.

Research and Development. Our research and development expenses increased 20.1% or \$336,000, in fiscal 2017 primarily due to our investment in product innovation related to new product development.

Other income. Other income in fiscal 2017 represented product royalties received from licensing agreements for our patents.

Interest Expense. Our interest expense in fiscal 2017 decreased by 8.1% or \$24,000 from fiscal 2016. The reduction in interest expense is attributable to the decrease in our outstanding debt.

Interest Income. Our interest income in 2017 decreased by 71.9% or \$92,000 from fiscal 2016. Our interest income decreased due to an increase in customers opting to utilize outside third party finance providers.

Income Taxes. Our income tax expense decreased \$297,000 from fiscal 2016. In fiscal 2017, we received refunds from previously filed tax returns and reversed a valuation allowance resulting in a tax benefit in fiscal 2017. Our income tax expense is typically due to changes in expected minimum state tax liabilities.

Results of Operations: Fiscal 2016 versus Fiscal 2015

The following table sets forth the line items of our consolidated statements of operations and as a relative percentage of our total revenue for each applicable period, together with the relative percentage change in such line item between applicable comparable periods (in thousands, except percentages):

	Fiscal Year Ended March 31,				
	2016	2015	% Change	2016	2015
	Amount	Amount		% of Revenue	% of Revenue
Product revenue	\$ 64,897	\$ 65,881	(1.5)%	95.9 %	91.2 %
Service revenue	2,745	6,329	(56.6)%	4.1 %	8.8 %
Total revenue	67,642	72,210	(6.3)%	100.0 %	100.0 %
Cost of product revenue	49,630	68,388	(27.4)%	73.4 %	94.7 %
Cost of service revenue	2,015	4,959	(59.4)%	3.0 %	6.9 %
Total cost of revenue	51,645	73,347	(29.6)%	76.4 %	101.6 %
Gross profit (loss)	15,997	(1,137)	NM	23.6 %	(1.6)%
General and administrative expenses	16,884	14,908	13.3 %	25.0 %	20.6 %
Impairment of assets	6,023	—	NM	0.4 %	— %
Acquisition and integration related expenses	—	47	(100.0)%	— %	0.1 %
Sales and marketing expenses	11,343	13,290	(14.7)%	16.8 %	18.4 %
Research and development expenses	1,668	2,554	(34.7)%	2.5 %	3.5 %
Loss from operations	(19,921)	(31,936)	37.6 %	(29.5)%	(44.2)%
Interest expense	(297)	(376)	21.0 %	(0.4)%	(0.5)%
Interest income	128	300	(57.3)%	0.2 %	0.4 %
Loss before income tax	(20,090)	(32,012)	37.2 %	(29.7)%	(44.3)%
Income tax expense	36	49	(26.5)%	0.1 %	0.1 %
Net loss and comprehensive loss	\$ (20,126)	\$ (32,061)	37.2 %	(29.8)%	(44.4)%

Revenue. Product revenue decreased 1.5%, or \$984,000. The slight decrease in product revenue was primarily a result of the impact of the softening macro-economic environment in the back half of fiscal 2016. Strong customer response to our next

generation high bay product offering drove increased LED sales which were offset by tempered demand in the industrial sector as a result of macro-economic uncertainty. LED lighting revenue increased 48% from \$30,800,000 in fiscal 2015 to \$45,679,000 in fiscal 2016. Service revenue decreased 56.6%, or \$3,584,000, due to higher service revenue in fiscal 2015 primarily due to more solar revenue and project revenue from a significant customer. Total revenue decreased by 6.3%, or \$4,568,000, primarily due to the items discussed above.

Cost of Revenue and Gross Margin. Our cost of product revenue decreased 27.4%, or \$18,758,000, in fiscal 2016 versus the comparable period in fiscal 2015 due primarily to lower component cost, cost containment initiatives and inventory impairment charges in fiscal 2015. Our cost of service revenue decreased 59.4%, or \$2,944,000 in fiscal 2016 versus the comparable period in fiscal 2015 primarily due to more solar projects and significant customer revenue in fiscal 2015 than fiscal 2016. Gross profit improved from a negative 1.6% of revenue in fiscal 2015 to 23.6% in fiscal 2016. The prior year included inventory impairment charges of \$12,130,000. Our lighting gross margin was positively impacted by a favorable mix of higher-priced and higher-margin LED high bay fixtures, negotiated price decreases for lighting components and the benefits of our fiscal 2015 fourth quarter cost containment initiatives.

Operating Expenses

General and Administrative. Our general and administrative expenses increased 13.3%, or \$1,976,000, in fiscal 2016 primarily due to the recognition of a loss contingency of \$1,400,000 in the fourth quarter of 2016.

Impairment of assets. We performed our annual goodwill impairment test in the fourth quarter of fiscal 2016. In conjunction with the annual goodwill impairment test, we determined that the entire amount of our recorded goodwill of \$4,409,000 was impaired. In addition, long-lived assets related to the pending sale and leaseback of our manufacturing facility were impaired by \$1,614,000 to properly represent the fair value of the property being sold.

Sales and Marketing. Our sales and marketing expenses decreased 14.7%, or \$1,947,000, in fiscal 2016 compared to fiscal 2015. The decrease was due to a decrease in headcount related expenses for compensation and reduced travel costs in conjunction with our cost containment efforts.

Research and Development. Our research and development expenses decreased by 34.7% or \$886,000, in fiscal 2016 primarily due to a reduction in consulting fees and customer field sample testing costs related to our new products as we continued to increase our cost effectiveness related to launching new products and decrease our reliance on higher-cost third parties.

Interest Expense. Our interest expense in fiscal 2016 decreased by 21.0% or \$79,000 from fiscal 2015. The decrease in interest expense was due to a decrease in borrowings on our revolving credit facility.

Interest Income. Our interest income in 2016 decreased by 57.3% or \$172,000 from 2015. Our interest income decreased as we continue to increase the utilization of third party finance providers for a majority of our financed projects.

Income Taxes. Our income tax expense decreased by 26.5% or \$13,000 from a year ago. Our income tax expense is due primarily to the changes in expected minimum state tax liabilities.

U.S. Markets Division

Our USM segment sells commercial lighting systems and energy management systems to the wholesale contractor markets. USM customers include ESCOs and electrical contractors. During fiscal 2017, a significant portion of the historic customers of this division migrated to distribution channel sales as a result of the implementation of our distribution sales strategy. The migrated sales are included in Orion's ODS Division. We expect this migration to continue during fiscal 2018.

The following table summarizes our USM segment operating results (dollars in thousands):

	For the year ended March 31,		
	2017	2016	2015
Revenues	\$ 17,852	\$ 38,841	\$ 37,778
Operating loss	\$ (1,357)	\$ (4,958)	\$ (12,542)
Operating margin	(7.6)%	(12.8)%	(33.2)%

Fiscal 2017 Compared to Fiscal 2016

USM segment revenue decreased from fiscal 2016 by 54.0%, or \$20,989,000. The decrease in revenue during fiscal 2017 compared to fiscal 2016 was primarily due to our transition to more sales through manufacturer representative agents. These sales are now reflected within ODS.

USM segment operating loss improved from fiscal 2016 by 72.6%, or \$3,601,000. The decrease in operating loss in fiscal 2017 was primarily due to the non-recurrence of costs associated with the segment's fiscal 2016 goodwill impairment charge of \$2,371,000 and fiscal 2016 fixed asset impairment charge of \$689,000.

Fiscal 2016 Compared to Fiscal 2015

USM segment revenue increased from fiscal 2015 by 2.8%, or \$1,063,000. The increase in revenue during fiscal 2016 was primarily due to increased sales of our LED lighting products and our initiative to expand the number of our key resellers.

USM segment operating loss decreased from fiscal 2015 by 60.5%, or \$7,584,000. The decrease in operating loss in fiscal 2016 was primarily due to: (i) expense related to the segment's long-term inventory controls impairment charge of \$6,586,000 incurred during fiscal 2015; (ii) the increase in revenue in fiscal 2016 and the related increase in contribution margin dollars; (iii) the improvements to our gross margin related to cost decreases on LED components; and (iv) a reduction in our operating expenses related to compensation and discretionary spending, partially offset by the segment's fiscal 2016 goodwill impairment charge of \$2,371,000 and fiscal 2016 fixed asset impairment charge of \$689,000.

Engineered Systems Division

The OES segment develops and sells lighting products and provides construction and engineering services for Orion's commercial lighting and energy management systems. OES provides turnkey solutions for large national accounts, governments, municipalities and schools.

The following table summarizes our OES segment operating results (dollars in thousands):

	For the year ended March 31,		
	2017	2016	2015
Revenues	\$ 29,501	\$ 26,325	\$ 33,454
Operating income (loss)	\$ (3,647)	\$ (6,982)	\$ (12,431)
Operating margin	(12.4)%	(26.5)%	(37.2)%

Fiscal 2017 Compared to Fiscal 2016

OES revenue increased in fiscal 2017 by 12.1%, or \$3,176,000, compared to fiscal 2016. This increase in revenue was primarily driven by an increase in lighting revenue due to an increase in customer capital spending within the manufacturing and industrial sector. OES completed more turnkey jobs in fiscal 2017 when compared to fiscal 2016

OES segment operating loss decreased 47.8%, or \$3,335,000, from fiscal 2017 compared to fiscal 2016. The decreased loss was due to improvements to fiscal 2017 revenues and increases in gross margin related to cost decreases on LED components. The decrease in operating loss was also due to non-recurrence of the segment's fiscal 2016 goodwill impairment charge of \$2,038,000 and fiscal 2016 fixed asset impairment charge of \$804,000.

Fiscal 2016 Compared to Fiscal 2015

OES revenue decreased in fiscal 2016 by 21.3%, or \$7,129,000, compared to fiscal 2015. This decrease in revenue was primarily due to customer contraction of capital spending within the manufacturing and industrial sector.

OES segment operating loss decreased 43.8%, or \$5,449,000, from fiscal 2015 compared to fiscal 2016. The decrease in operating loss was due to: (i) the segment's long-term inventory controls impairment charge of \$5,544,000 incurred during fiscal 2015; (ii) improvements to our fiscal 2016 gross margin related to cost decreases on LED components; and (iii) a decrease in operating expenses for compensation and discretionary expenses resulting from our fourth quarter fiscal 2015 cost containment initiative, partially offset by the segment's fiscal 2016 goodwill impairment charge of \$2,038,000 and fiscal 2016 fixed asset impairment charge of \$804,000.

Orion Distribution Services Division

The ODS segment focuses on selling lighting products through manufacturer representative agencies and a network of broadline North American distributors. This segment expanded in fiscal 2017 as a result of the expansion of sales through distributors as a result of the implementation of our distribution sales strategy. This expansion included the migration of customers from direct sales previously included in our USM division.

The following table summarizes our ODS segment operating results (dollars in thousands):

	For the year ended March 31,		
	2017	2016	2015
Revenues	22,858	2,476	978
Operating loss	(927)	(632)	(455)
Operating margin	(4.1)%	(25.5)%	(46.5)%

Fiscal 2017 Compared to Fiscal 2016

ODS segment revenue increased in fiscal 2017 from fiscal 2016 by \$20,382,000. The increase in revenue in fiscal 2017 was due to our transition from ESCOs to distribution channel sales through manufacturer representative agents expanding our customer base. Sales further increased due to the shift of customers from the USM division to this division as a result of our transition to the distribution model.

ODS segment operating loss increased by 46.7%, or \$295,000, in fiscal 2017. The operating loss increase was minimized by our continued investment in selling costs and increasing commission expenses due to our manufacturer representative agents as we complete our selling channel transition.

Fiscal 2016 Compared to Fiscal 2015

ODS segment revenue increased in fiscal 2016 from fiscal 2015 by 153%, or \$1,498,000. The increase in revenue in fiscal 2016 was due to the relatively low base line of revenue following the April 2014 start-up of this business unit and to variability in the timing of customer orders as this business unit develops.

ODS segment operating loss increased by 38.9%, or \$177,000, in fiscal 2016. The operating loss was due to the increased contribution margin dollars earned from our increasing revenue offset by our continued investment in selling costs to grow this start-up business and a fiscal 2016 fixed asset impairment charge of \$121,000.

Liquidity and Capital Resources

Overview

We had \$17,307,000 in cash and cash equivalents as of March 31, 2017, compared to \$15,542,000 at March 31, 2016. Our cash position as of March 31, 2017 benefited from improvements in working capital, the gross proceeds of our \$2,600,000 sale and leaseback of our manufacturing facility on June 30, 2016 and recent borrowings under our revolving credit facility.

In February 2015, we entered into a credit and security agreement ("Credit Agreement") with Wells Fargo Bank, National Association. In fiscal 2017, we amended the Credit Agreement to extend the maturity date to February 6, 2019 and eliminate a \$5,000,000 excess availability reserve that had limited the amount available to be drawn under the Credit Agreement by such amount. The credit agreement provides for a revolving credit facility ("Credit Facility") subject to a borrowing base requirement based on eligible receivables and inventory. As of March 31, 2017, our borrowing base was approximately \$6,832,000. Borrowings under the Credit Agreement outstanding as of March 31, 2017, amounted to approximately \$6,629,000. As a result, we estimate that as of March 31, 2017, we were eligible to only borrow an additional \$203,000 under the Credit Facility based upon current levels of eligible inventory and accounts receivable. The Credit Facility includes a \$2,000,000 sublimit for the issuance of letters of credit.

Our future liquidity needs are dependent upon many factors, including our relative revenue, gross margins, cash management practices, cost reduction initiatives, capital expenditures, pending or future litigation results, cost containment measures and future potential acquisition transactions. In addition, we tend to experience high working capital costs when we increase sales from existing levels. Based on our current expectations, while we anticipate realizing improved net income performance during fiscal 2018, we also currently believe that we will experience negative working capital cash flows during some quarters of fiscal 2018.

While we believe that we will likely have adequate available cash and equivalents and credit availability under our Credit Agreement to satisfy our currently anticipated working capital and liquidity requirements during the near-term, there can be no assurance to that effect. We are pursuing various alternative sources of liquidity, including exploring a sale and leaseback of our tech center office building, to help ensure that we will have the best allocation of investing capital to satisfy our working capital needs. We are also implementing certain inventory management practices that we anticipate will help to reduce our inventory levels and enhance our cash position. If we experience significant liquidity constraints, we may be required to reduce our sales efforts, implement additional cost savings initiatives or undertake other efforts to conserve our cash.

In February 2017, we filed a universal shelf registration statement with the Securities and Exchange Commission. Under our shelf registration statement, we currently have the flexibility to publicly offer and sell from time to time up to \$75,000,000 of debt and/or equity securities, although, we are currently limited to selling an amount of securities equal to one-third of our public float on such registration statement. The filing of the shelf registration statement may help facilitate our ability to raise public equity or debt capital to expand existing businesses, fund potential acquisitions, invest in other growth opportunities, repay existing debt, or for other general corporate purposes.

Cash Flows

The following table summarizes our cash flows for our fiscal 2017, fiscal 2016 and fiscal 2015:

	Fiscal Year Ended March 31,		
	2017	2016	2015
	(in thousands)		
Operating activities	\$ (1,903)	\$ (3,473)	\$ (12,812)
Investing activities	1,649	(372)	(730)
Financing activities	2,019	(615)	15,976
Increase (decrease) in cash and cash equivalents	<u>\$ 1,765</u>	<u>\$ (4,460)</u>	<u>\$ 2,434</u>

Cash Flows Related to Operating Activities. Cash provided by or used in operating activities primarily consisted of a net loss adjusted for certain non-cash items including depreciation and amortization, stock-based compensation expenses, provisions for reserves, and the effect of changes in working capital and other activities.

Cash used in operating activities for fiscal 2017 was \$1,903,000 and consisted of net cash provided by changes in operating assets and liabilities of \$3,676,000 and a net loss adjusted for non-cash expense items of \$5,579,000. Cash provided by changes in operating assets and liabilities consisted of a decrease of \$1,687,000 in accounts receivable due to the timing of collections from customers, a decrease in inventory of \$1,220,000 due to decreasing inventory prices, a decrease in prepaid expenses and other assets of \$2,084,000 due to project billings that decreased unbilled revenue and an increase in deferred revenue of \$300,000. Cash used by changes in operating assets and liabilities included an increase in deferred contract costs of \$899,000 due to projects still in process, a decrease in accounts payable of \$81,000 due to the increase in purchases to support our anticipated growth in lighting product revenue, and decrease in accrued expenses and other of \$635,000 for increased commissions as a result of Orion's distribution model changes.

Cash used in operating activities for fiscal 2016 was \$3,473,000 and consisted of net cash provided by changes in operating assets and liabilities of \$3,621,000 and a net loss adjusted for non-cash expense items of \$7,094,000. Cash provided by changes in operating assets and liabilities consisted of a decrease of \$7,116,000 in accounts receivable due to the increase in lighting revenue and collections from customers, an increase in accounts payable of \$713,000 due to the increase in inventory purchases to support our growth in lighting product revenue during fiscal 2016, an increase of \$1,803,000 in accrued expenses due to a loss contingency reserve and accrued project installation costs, and a decrease in deferred contract costs of \$137,000 due to the completion of solar projects. Cash used by changes in operating assets and liabilities included an increase of \$3,249,000 in inventory due to the increase in purchases to support our anticipated growth in lighting product revenue, an increase in prepaid and other assets of \$2,645,000 for project billings that increased unbilled revenue, and a decrease in deferred revenue of \$254,000 due to project completions.

Cash used in operating activities for fiscal 2015 was \$12,812,000 and consisted of net cash provided by changes in operating assets and liabilities of \$550,000 and a net loss adjusted for non-cash expense items of \$13,362,000. Cash provided by changes in operating assets and liabilities consisted of an increase in accounts payable of \$2,475,000 due to the increase in inventory purchases to support our growth in lighting product revenue during the fiscal 2015 back half, an increase of \$838,000 in accrued expenses due to increased warranty reserves and accrued project installation costs, a decrease in deferred contract costs of \$651,000 due to the completion of solar projects and a decrease in prepaid and other assets of \$1,261,000 for project billings that reduced unbilled revenue related to financed projects. Cash used by changes in operating assets and liabilities included an increase of \$1,909,000 in accounts receivable due to the increase in lighting revenue during the fiscal 2015 back half, an increase of \$2,356,000 in inventory due to the increase in purchases to support our anticipated growth in lighting product revenue for fiscal 2016 and a decrease in deferred revenue of \$410,000 due to project completions.

Cash Flows Related to Investing Activities. Cash provided by investing activities was \$1,649,000 in fiscal 2017 which consisted of spend of \$660,000 for capital expenditures and \$291,000 investment in patents, offset by \$2,600,000 of proceeds from the sale of the Manitowoc manufacturing facility.

Cash used in investing activities was \$372,000 in fiscal 2016 that consisted of \$401,000 for capital improvements related to LED production. Cash provided by investing activities in fiscal 2016 included \$35,000 related to the sale of property, plant, and equipment.

Cash used in fiscal 2015 was \$730,000 which included \$2,006,000 invested for capital improvements related to new product tooling, information technology systems and infrastructure investments to improve response time to customers and generate business efficiencies and \$234,000 for investment in patents. Cash provided from investing activities in fiscal 2015 included \$472,000 from the sale of short-term investments and \$1,040,000 of proceeds from the sale of our facility in Plymouth, Wisconsin.

Cash Flows Related to Financing Activities. Cash provided by financing activities was \$2,019,000 for fiscal 2017. This included net proceeds from the revolving credit facility of \$2,910,000, offset by \$880,000 in cash used for the repayment of long-term debt and \$11,000 for stock option related tax settlements.

Cash used in financing activities was \$615,000 for fiscal 2016. This included \$1,901,000 cash used for the repayment of long-term debt, partially offset by \$1,218,000 of net proceeds from our Credit Facility and \$104,000 received from stock option exercises.

Cash provided by financing activities was \$15,976,000 for fiscal 2015. This included \$17,465,000 in net proceeds from our February 2015 stock offering, \$2,500,000 in borrowings against our revolving credit facility, \$446,000 from the refinancing of the JP Morgan OTA credit facility and \$441,000 in proceeds from stock option and warrant exercises and stock note repayments. Cash flows used in financing activities included \$4,494,000 for repayment of long-term debt and \$406,000 for financing costs related to new debt agreements.

Working Capital

Our net working capital as of March 31, 2017 was \$25,487,000, consisting of \$43,883,000 in current assets and \$18,396,000 in current liabilities. Our net working capital as of March 31, 2016 was \$29,239,000, consisting of \$48,530,000 in current assets and \$19,291,000 in current liabilities. Our current accounts receivable balance decreased by \$1,718,000 from the fiscal 2016 year-end due to strengthened emphasis on collection efforts in fiscal 2017. Our current inventory decreased from the fiscal 2016 year-end by \$3,431,000 due to increases in inventory reserves of \$1,671,000 related to the write-down of fluorescent and LED exterior inventory to net realizable value. In addition, we scrapped inventory that was fully reserved during fiscal 2017. Our deferred contract costs increased by \$898,000 due to projects not completed at year-end. Our prepaid and other current assets decreased by \$2,161,000 due to a decrease in unbilled projects in fiscal 2017. Our accounts payable decreased by \$81,000 due to increased sourced products and timing of payments. Our accrued expenses decreased from our fiscal 2016 year-end by \$598,000 due to a decrease in accrued contract costs related to projects and timing of payment of sales tax, offset by an increase in accrued compensation and benefits.

We generally attempt to maintain at least a three-month supply of on-hand inventory of purchased components and raw materials to meet anticipated demand, as well as to reduce our risk of unexpected raw material or component shortages or supply interruptions. Our accounts receivables, inventory and payables may increase to the extent our revenue and order levels increase.

Indebtedness

Revolving Credit Agreement

In February 2015, we entered into a credit and security agreement ("Credit Agreement") with Wells Fargo Bank, National Association. In fiscal 2017, we amended the credit agreement Credit Agreement to extend the maturity date to February 6, 2019 and eliminate a \$5,000,000 excess availability reserve that had limited the amount available to be drawn under the Credit Agreement by such amount. The credit agreement provides for a revolving credit facility ("Credit Facility") subject to a borrowing base requirement based on eligible receivables and inventory. As of March 31, 2017, our borrowing base was approximately \$6,832,000. The Credit Facility includes a \$2,000,000 sublimit for the issuance of letters of credit.

As of March 31, 2017, we had no outstanding letters of credit. Borrowings under the Credit Agreement outstanding as of March 31, 2017, amounted to approximately \$6,629,000. We estimate that as of March 31, 2017, we were eligible to borrow an additional \$203,000 under the Credit Facility based upon current levels of eligible inventory and accounts receivable. We were in compliance with the covenants in the Credit Agreement as of March 31, 2017.

Subject in each case to our applicable borrowing base limitations, the Credit Agreement otherwise provides for a \$15,000,000 Credit Facility. This limit may increase to \$20,000,000 based on a borrowing base requirement, if we satisfy certain conditions. We did not meet the requirements to increase the borrowing limit to \$20,000,000 as of July 31, 2016, the most recent measurement date.

From and after any increase in the Credit Facility limit from \$15,000,000 to \$20,000,000, the Credit Agreement requires that we maintain, as of the end of each month, a minimum ratio for the trailing twelve-month period of (i) earnings before interest, taxes, depreciation and amortization, subject to certain adjustments, to (ii) the sum of cash interest expense, certain principal payments on indebtedness and certain dividends, distributions and stock redemptions, equal to at least 1.10 to 1.00. The Credit Agreement contains additional customary covenants, including certain restrictions on our ability to incur additional indebtedness, consolidate or merge, enter into acquisitions, guarantee obligations of third parties, make loans or advances,

declare or pay any dividend or distribution on our stock, redeem or repurchase shares of our stock, or pledge or dispose of assets.

Each of our subsidiaries is a joint and several co-borrower or guarantor under the Credit Agreement, and the Credit Agreement is secured by a security interest in substantially all of our and each of our subsidiaries' personal property (excluding various assets relating to customer Orion Throughput Agreements ("OTAs")) and a mortgage on certain real property.

Borrowings under the Credit Agreement bear interest at the daily three-month LIBOR plus 3.0% per annum, with a minimum interest charge for each year or portion of a year during the term of the Credit Agreement of \$130,000, regardless of usage. As of March 31, 2017, the interest rate was 4.15%. We must pay an unused line fee of 0.25% per annum of the daily average unused amount of the Credit Facility and a letter of credit fee at the rate of 3.0% per annum on the undrawn amount of letters of credit outstanding from time to time under the Credit Facility.

Capital Spending

Over the past three fiscal years, we have made capital expenditures primarily for general corporate purposes for our corporate headquarters and technology center, production equipment and tooling and for information technology systems. Our capital expenditures totaled \$660,000 in fiscal 2017, \$401,000 in fiscal 2016, and \$2,006,000 in fiscal 2015. We plan to incur approximately \$658,000 in capital expenditures in fiscal 2018. Our capital spending plans predominantly consist of investments related to new product development tooling and investments in information technology systems. We expect to finance these capital expenditures primarily through our existing cash, equipment secured loans and leases, to the extent needed, long-term debt financing, or by using our available capacity under our Credit Facility.

Contractual Obligations

Information regarding our known contractual obligations of the types described below as of March 31, 2017 is set forth in the following table (dollars in thousands):

	Payments Due By Period				
	Total	Less than 1 Year	1-3 Years (in thousands)	3-5 Years	More than 5 Years
Bank debt obligations	\$ 6,629	\$ —	\$ 6,629	\$ —	\$ —
Other debt obligations	21	16	5	—	—
Capital lease obligations	327	137	161	29	—
Cash interest payments on debt	287	143	144	—	—
Operating lease obligations	1,241	654	587	—	—
Purchase order and capital expenditure commitments(1)	4,218	4,218	—	—	—
Total	\$ 12,723	\$ 5,168	\$ 7,526	\$ 29	\$ —

(1) Reflects non-cancellable purchase commitments for certain inventory items entered into in order to secure better pricing and ensure materials on hand.

Off-Balance Sheet Arrangements

We have no off-balance sheet arrangements.

Inflation

Our results from operations have not been, and we do not expect them to be, materially affected by inflation.

Critical Accounting Policies and Estimates

The discussion and analysis of our financial condition and results of operations is based upon our consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of our consolidated financial statements requires us to make certain estimates and judgments that affect our reported assets, liabilities, revenue and expenses, and our related disclosure of contingent assets and liabilities. We re-evaluate our estimates on an ongoing basis, including those related to revenue recognition, inventory valuation, collectability of receivables, stock-based compensation, warranty reserves and income taxes. We base our estimates on historical experience and on various assumptions that we believe to be reasonable under the circumstances. Actual results may differ from these estimates. A summary of our critical accounting policies is set forth below.

Revenue Recognition. We recognize revenue when the following criteria have been met: (i) there is persuasive evidence of an arrangement; (ii) delivery has occurred and title has passed to the customer; (iii) the sales price is fixed and determinable and no further obligation exists; and (iv) collectability is reasonably assured. Virtually all of our revenue is recognized when title and risk of loss transfers to the customer or when services are completed and acceptance provisions, if any, have been met. In certain of our contracts, we provide multiple deliverables. We record the revenue associated with each element of these arrangements by allocating the total contract revenue to each element based on their relative selling prices. In such circumstances, we use a hierarchy to determine the selling price to be used for allocating revenue to deliverables: (1) vendor-specific objective evidence, or "VSOE" of selling price, if available, (2) third-party evidence, or "TPE" of selling price if VSOE is not available, and (3) best estimate of the selling price if neither VSOE nor TPE is available. We determine the selling price for our lighting and energy management system products, installation and recycling services using management's best estimate of selling price as VSOE or TPE evidence does not exist. We consider external and internal factors including, but not limited to, pricing practices, margin objectives, competition, geographies in which we offer our products and services, internal costs, and the scope and size of projects.

We have limited Power Purchase Agreement ("PPA") contracts still outstanding. Those PPA's outstanding are supply side agreements for the generation of electricity for which we recognize revenue on a monthly basis over the life of the PPA contract, typically in excess of 10 years. Prior to fiscal 2015, we sold solar PV systems that were recognized to revenue using the percentage-of-completion method by measuring project progress by the percentage of costs incurred to date of the total estimated costs for each contract as materials are installed. Revenue from sales of our solar PV systems is generally recognized over a period of three to 15 months. There were no sales of solar PV systems in fiscal 2017, fiscal 2016 or fiscal 2015.

Historically we have offered our customers long-term financing through our OTA sales-type financing program. Under this program we finance the customer's purchase of our energy management systems. Our OTA contracts are sales-type capital leases under GAAP and we record revenue at the net present value of the future payments at the time customer acceptance of the installed and operating system is complete. Our OTA contracts under this sales-type financing are either structured with a fixed term, typically 60 months, and contain a bargain purchase option at the end of term, or are one year in duration and, at the completion of the initial one-year term, provide for (i) one to four automatic one-year renewals at agreed upon pricing; (ii) an early buyout for cash; or (iii) the return of the equipment at the customer's expense. The revenue that we are entitled to receive from the sale of our lighting fixtures under our OTA financing program is fixed and is based on the cost of the lighting fixtures and applicable profit margin. Our revenue from agreements entered into under this program is not dependent upon our customers' actual energy savings. Upon completion of the installation, we may choose to sell the future cash flows and residual rights to the equipment on a non-recourse basis to an unrelated third party finance company in exchange for cash and future payments.

Inventories. Inventories are stated at the lower of cost or market value and include raw materials, work in process and finished goods. Items are removed from inventory using the first-in, first-out method. Work in process inventories are comprised of raw materials that have been converted into components for final assembly. Inventory amounts include the cost to manufacture the item, such as the cost of raw materials and related freight, labor and other applied overhead costs. We review our inventory for obsolescence and marketability. If the estimated market value, which is based upon assumptions about future demand and market conditions, falls below cost, then the inventory value is reduced to its market value. In fiscal 2017 we recorded an addition to our inventory reserve of \$1,671,000 that represents a write down of our fluorescent and exterior LED inventory. During fiscal 2015, we recorded an impairment charge of \$12,130,000 to our wireless controls inventory. Our inventory obsolescence reserves at March 31, 2017 were \$3,473,000, or 20.4% of gross inventory, and \$2,127,000, or 11.1% of gross inventory, at March 31, 2016.

Allowance for Doubtful Accounts. We perform ongoing evaluations of our customers and continuously monitor collections and payments and estimate an allowance for doubtful accounts based upon the aging of the underlying receivables, our historical experience with write-offs and specific customer collection issues that we have identified. While such credit losses have historically been within our expectations, and we believe appropriate reserves have been established, we may not adequately predict future credit losses. If the financial condition of our customers were to deteriorate and result in an impairment of their ability to make payments, additional allowances might be required which would result in additional general and administrative expense in the period such determination is made. Our allowance for doubtful accounts was \$144,000, or 1.5% of gross receivables, at March 31, 2016 and \$505,000, or 4.4% of gross receivables, at March 31, 2016.

Recoverability of Long-Lived Assets. We evaluate long-lived assets such as property, equipment and definite lived intangible assets, such as patents, customer relationships, developed technology, and non-competition agreements, for impairment whenever events or circumstances indicate that the carrying value of the assets recognized in our financial statements may not be recoverable. Factors that we consider include whether there has been a significant decrease in the market value of an asset, a significant change in the way an asset is being utilized, or a significant change, delay or departure in our strategy for that asset, such as the loss of a customer in the case of customer relationships. Our assessment of the recoverability of long-lived assets involves significant judgment and estimation. These assessments reflect our assumptions, which, we believe, are consistent with the assumptions hypothetical marketplace participants use. Factors that we must estimate when performing recoverability and impairment tests include, among others, the economic life of the asset. If impairment is indicated, we first determine if the total estimated future cash flows on an undiscounted basis are less than the carrying amounts of the asset or assets. If so, an impairment loss is measured and recognized.

As a result of our reoccurring losses, during fiscal 2017 we reviewed our definite lived assets for impairment in accordance with the applicable accounting guidance. Under this guidance assets are identified to asset groups that are then tested for recoverability by comparing the asset group's carrying value to the sum of undiscounted cash flows to be generated through the use and eventual disposition of the assets. An impairment and reduction in the asset value is recorded if the carrying value of the assets exceeds the sum of these future undiscounted cash flows. In conjunction with the fiscal 2017 review, we determined that our definite lived fixed and intangible assets represented two asset groups. The first asset group represents our solar power generating assets that are installed at a customer location and generate distinct and separately identifiable cash flows under a long-term contract with this customer for the use of the power they generate. The second asset group consists of all of our other definite lived fixed and intangible assets. Due to the central nature of our operations, these assets support our full operations and are utilized by all three of our reportable segments and do not generate separately identifiable cash flows below the total asset group level. The primary asset within the asset group is the machinery and equipment with a remaining useful life of five years. As such, in accordance with the accounting guidance, our review for recoverability of this asset group compared the carrying value of the asset group to our expected undiscounted cash flows for the next five years plus estimated proceeds at the end of the five-year period. We concluded that the undiscounted cash flows for both the solar assets and other definite lived asset group exceeded their carrying values. As such the assets were deemed recoverable and no impairment was recorded.

During fiscal 2016, we recorded an impairment loss of \$1,614,000 related to the write-down of our Manitowoc manufacturing facility based upon the net realizable value of the pending sale leaseback transaction which occurred during the first fiscal quarter of fiscal 2017. During fiscal 2015, we recorded an impairment loss of \$1,030,000 related to development and licensing costs for our wireless controls inventory.

After an impairment loss is recognized, a new, lower cost basis for that long-lived asset is established. Subsequent changes in facts and circumstances do not result in the reversal of a previously recognized impairment loss.

Our impairment loss calculations require that we apply judgment in identifying asset groups, estimating future cash flows, determining asset fair values, and estimating asset's useful lives. To make these judgments, we may use internal discounted cash flow estimates, quoted market prices, when available, and independent appraisals, as appropriate, to determine fair value.

If actual results are not consistent with our assumptions and judgments used in estimating future cash flows and asset fair values, we may be required to recognize future impairment losses which could be material to our results of operations.

Goodwill. As of March 31, 2016, we no longer carry goodwill on our balance sheet. Prior to that date, we tested goodwill for impairment at least annually as of the first day of the fiscal fourth quarter, or when indications of potential impairment existed. In addition, we monitored for the existence of potential impairment indicators throughout the fiscal year. We conducted impairment testing for goodwill at the reporting unit level. Reporting units, as defined by Accounting Standards Codification ("ASC") 350, *Intangibles - Goodwill and Other*, may be operating segments as a whole or an operation one level below an operating segment, referred to as a component. For fiscal 2016 and fiscal 2015, our reporting units consisted of our segments: USM and OES. The ODS segment had no goodwill.

We performed a quantitative test for impairment in conjunction with our fiscal 2016 annual goodwill impairment review, due to the decline in our stock price, continued operating losses and a decline in our enterprise market capitalization to below our book value. As a result of that test, during fiscal 2016, we recorded an impairment loss of \$4,409,000 related to all of our goodwill which was determined to be in excess of its implied fair value based upon the second step of the goodwill impairment test. As a result we no longer carry a goodwill balance on our balance sheet and further goodwill impairment tests are not required.

Indefinite Lived Intangible Assets. We test indefinite lived intangible assets for impairment at least annually on the first day of our fiscal fourth quarter, or when indications of potential impairment exist. We monitor for the existence of potential impairment indicators throughout the fiscal year. Our annual impairment test may begin with a qualitative test to determine whether it is more likely than not that an indefinite lived intangible asset's carrying value is greater than its fair value. If our qualitative assessment reveals that asset impairment is more likely than not, we perform a quantitative impairment test by comparing the fair value of the indefinite lived intangible asset to its carrying value. Alternatively, we may bypass the qualitative test and initiate impairment testing with the quantitative impairment test.

Determining the fair value of indefinite-lived intangible assets entails significant estimates and assumptions including, but not limited to, estimating future cash flows from product sales, perpetuation of employment agreements containing non-competition clauses, continuation of customer relationships and renewal of customer contracts, and approximating the useful lives of the intangible assets acquired.

If the fair value of the indefinite lived intangible asset exceeds its carrying value, we conclude that no indefinite lived intangible asset impairment has occurred. If the carrying value of the indefinite lived intangible asset exceeds its fair value, we recognize an impairment loss in an amount equal to the excess, not to exceed the carrying value. Once an impairment loss is recognized, the adjusted carrying value becomes the new accounting basis of the indefinite lived intangible asset.

We performed a qualitative assessment in conjunction with our annual impairment test for our indefinite lived intangible assets as of January 1, 2017. This qualitative assessment considered our operating results for the first nine months of our fiscal 2017 in comparison to prior years as well as our anticipated fourth quarter results and fiscal 2018 plan. As a result of the conditions that existed as of the assessment date, an asset impairment was not deemed to be more likely than not. As such, a quantitative analysis was not required.

During the fourth quarter of fiscal 2017, we achieved lower than anticipated operating results, made a strategic shift in our manufacturing strategy and approach to the fluorescent and LED exterior lighting market, and revised our fiscal 2018 forecast. As a result we believe a triggering event occurred requiring us to reassess our indefinite lived intangible assets for impairment. As such we performed a quantitative impairment review of our indefinite lived intangible asset related to our Harris trade name as of March 31, 2017 using the royalty replacement method to determine the asset's fair value. Under the royalty replacement method, the fair value of the Harris trade name was determined based on a market participant's view of the royalty that would be paid to license the right to use the trade name. This quantitative analysis incorporated several assumptions including forecasted future revenues and cash flows, estimated royalty rate, based on similar licensing transactions and market royalty rates, and discount rate, which incorporates assumptions such as weighted-average cost of capital and risk premium. As a result of this quantitative test the carrying value of the Harris trade name exceeded its estimated fair value and an impairment of \$250,000 was recorded to Impairment of assets during the fourth quarter to reduce the asset's carrying value to its calculated fair value.

During fiscal 2016, we also performed a quantitative test on indefinite lived intangible assets related to our Harris trade name and determined that its fair value exceeded its carrying value and was not impaired. This test was performed in conjunction with our annual impairment test of goodwill after determining the goodwill was impaired.

An additional impairment loss could result from a future annual or interim impairment test. Such a loss could have a material adverse effect on our results of operations.

Stock-Based Compensation. We currently issue restricted stock awards to our employees, executive officers and directors. Prior to fiscal 2015, we also issued stock options to these individuals. We apply the provisions of ASC 718, *Compensation - Stock Compensation*, to these restricted stock and stock option awards which requires us to expense the estimated fair value of stock options and similar awards based on the fair value of the award on the date of grant. Compensation costs for equity incentives are recognized in earnings, net of estimated forfeitures, on a straight-line basis over the requisite service period.

We last issued stock options during fiscal 2014. The fair value of each option for financial reporting purposes was estimated on the date of grant using the Black-Scholes option-pricing model. The Black-Scholes option-pricing model requires the use of certain assumptions, including fair value, expected term, risk-free interest rate, expected volatility, expected dividends, and expected forfeiture rate to calculate the fair value of stock-based payment awards.

We estimated the expected term of our stock options based on the vesting term of our options and expected exercise behavior.

Our risk-free interest rate was based on the implied yield available on United States treasury zero-coupon issues as of the option grant date with a remaining term approximately equal to the expected life of the option.

We determined volatility based upon the historical market price of our common share price.

Since the closing of our IPO in December 2007, we have solely used the closing sale price of our common shares as reported by the national securities exchange on which we were listed on the date of grant to establish the exercise price of our stock options.

As of March 31, 2017, \$2,094,000 of total stock-based compensation cost was expected to be recognized by us over a weighted average period of 2.2 years. We expect to recognize \$1,189,000 of stock-based compensation expense in fiscal 2018 based on restricted stock awards outstanding as of March 31, 2017. This expense will increase further to the extent we have granted, or will grant, additional stock options or restricted stock awards in the future.

Accounting for Income Taxes. As part of the process of preparing our consolidated financial statements, we are required to determine our income taxes in each of the jurisdictions in which we operate. This process involves estimating our actual current tax expenses, together with assessing temporary differences resulting from recognition of items for income tax and accounting purposes. These differences result in deferred tax assets and liabilities, which are included within our consolidated balance sheet. We must then assess the likelihood that our deferred tax assets will be recovered from future taxable income and, to the extent we believe that recovery is not likely, establish a valuation allowance. To the extent we establish a valuation allowance or increase this allowance in a period, we must reflect this increase as an expense within the tax provision in our statements of operations.

Our judgment is required in determining our provision for income taxes, our deferred tax assets and liabilities, and any valuation allowance recorded against our net deferred tax assets. We continue to monitor the realizability of our deferred tax assets and adjust the valuation allowance accordingly. For fiscal 2017, 2016, and 2015 we have recorded a full valuation allowance against our net federal and net state deferred tax assets due to our cumulative three year taxable losses. In making these determinations, we considered all available positive and negative evidence, including projected future taxable income, tax planning strategies, recent financial performance and ownership changes.

We believe that past issuances and transfers of our stock caused an ownership change in fiscal 2007 that affected the timing of the use of our net operating loss carry-forwards, but we do not believe the ownership change affects the use of the full amount of the net operating loss carry-forwards. As a result, our ability to use our net operating loss carry-forwards attributable to the period prior to such ownership change to offset taxable income will be subject to limitations in a particular year, which could potentially result in increased future tax liability for us.

As of March 31, 2017, we had net operating loss carry-forwards of approximately \$65,746,000 for federal tax purposes and \$56,231,000 for state tax purposes. Included in these loss carry-forwards were \$2,977,000 for federal and \$3,324,000 for state tax expenses that were associated with the exercise of non-qualified stock options. The benefit from our net operating losses created from these compensation expenses has not yet been recognized in our financial statements and will be accounted for in our shareholders' equity as a credit to additional paid-in-capital as the deduction reduces our income taxes payable. We first recognize tax benefits from current period stock option expenses against current period income. The remaining current period income is offset by net operating losses under the tax law ordering approach. Under this approach, we will utilize the net operating losses from stock option expenses last.

We also had federal tax credit carry-forwards of \$1,403,000 and state tax credit carry-forwards of \$724,000, which are fully reserved for as part of our valuation allowance. Both the net operating losses and tax credit carry-forwards will begin to expire in varying amounts between 2020 and 2036. We recognize penalties and interest related to uncertain tax liabilities in income tax expense. Penalties and interest were immaterial as of the date of adoption and are included in unrecognized tax benefits. Due to the existence of net operating loss and credit carry-forwards, all years since 2002 are open to examination by tax authorities.

By their nature, tax laws are often subject to interpretation. Further complicating matters is that in those cases where a tax position is open to interpretation, differences of opinion can result in differing conclusions as to the amount of tax benefits to be recognized under Financial Accounting Standards Board ("FASB") Accounting Standards Codification ("ASC") 740, Income Taxes. ASC 740 utilizes a two-step approach for evaluating tax positions. Recognition (Step 1) occurs when an enterprise concludes that a tax position, based solely on its technical merits, is more likely than not to be sustained upon examination. Measurement (Step 2) is only addressed if Step 1 has been satisfied. Under Step 2, the tax benefit is measured as the largest amount of benefit, determined on a cumulative probability basis that is more likely than not to be realized upon ultimate settlement. Consequently, the level of evidence and documentation necessary to support a position prior to being given recognition and measurement within the financial statements is a matter of judgment that depends on all available evidence. As of March 31, 2017, the balance of gross unrecognized tax benefits was approximately \$113,000, all of which would reduce our effective tax rate if recognized. We believe that our estimates and judgments discussed herein are reasonable, however, actual results could differ, which could result in gains or losses that could be material.

Recent Accounting Pronouncements

See Note 2 —Summary of Significant Accounting Policies to our accompanying audited consolidated financial statements for a full description of recent accounting pronouncements including the respective expected dates of adoption and expected effects on results of operations and financial condition.

Item 7A. Quantitative and Qualitative Disclosure About Market Risk

Market risk is the risk of loss related to changes in market prices, including interest rates, foreign exchange rates and commodity pricing that may adversely impact our consolidated financial position, results of operations or cash flows.

Inflation. Our results from operations have not historically been, and we do not expect them to be, materially affected by inflation.

Foreign Exchange Risk. We face minimal exposure to adverse movements in foreign currency exchange rates. Our foreign currency losses for all reporting periods have been nominal.

Interest Rate Risk. Our investments consist primarily of investments in money market funds. While the instruments we hold are subject to changes in the financial standing of the issuer of such securities, we do not believe that we are subject to any material risks arising from changes in interest rates, foreign currency exchange rates, commodity prices, equity prices or other market changes that affect market risk sensitive instruments. It is our policy not to enter into interest rate derivative financial instruments. As a result, we do not currently have any significant interest rate exposure.

As of March 31, 2017, \$6,629,000 of our \$6,977,000 of outstanding debt was at floating interest rates. An increase of 1.0% in the prime rate would result in an increase in our interest expense of approximately \$66,300 per year.

Commodity Price Risk. We are exposed to certain commodity price risks associated with our purchases of raw materials, most significantly our aluminum purchases. A hypothetical 8% fluctuation in aluminum prices would have an impact of \$440,000 on earnings in fiscal 2018.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA
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REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders

Orion Energy Systems, Inc.

Manitowoc, Wisconsin

We have audited the accompanying consolidated balance sheets of Orion Energy Systems, Inc. as of March 31, 2017 and 2016 and the related consolidated statements of operations and comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended March 31, 2017. In connection with our audits of the financial statements, we have also audited the financial statement schedule II, Valuation and Qualifying Accounts for each of the three years in the period ended March 31, 2017. These financial statements and schedule are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements and schedule based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit also includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall presentation of the financial statements and schedule. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Orion Energy Systems, Inc. at March 31, 2017 and 2016, and the results of its operations and its cash flows for each of the three years in the period ended March 31, 2017, in conformity with accounting principles generally accepted in the United States of America.

Also, in our opinion, the financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Orion Energy Systems, Inc.'s internal control over financial reporting as of March 31, 2017, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated June 13, 2017 expressed an adverse opinion thereon.

/s/BDO USA, LLP

Milwaukee, Wisconsin

June 13, 2017

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Board of Directors and Shareholders

Orion Energy Systems, Inc.

Manitowoc, Wisconsin

We have audited Orion Energy Systems, Inc.'s internal control over financial reporting as of March 31, 2017, based on criteria established in *Internal Control - Integrated Framework (2013)* issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Orion Energy Systems, Inc.'s management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying "Item 9A, Management's Report on Internal Control Over Financial Reporting". Our responsibility is to express an opinion on the company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audit also included performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

A material weakness is a deficiency, or a combination of deficiencies, in internal control over financial reporting, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis. A material weakness regarding management's control activities and information and communication over the accounting close process has been identified and included in management's assessment in Item 9A. This material weakness was considered in determining the nature, timing, and extent of audit tests applied in our audit of the 2017 financial statements, and this report does not affect our report dated June 13, 2017 on those financial statements.

In our opinion, Orion Energy Systems, Inc. did not maintain, in all material respects, effective internal control over financial reporting as of March 31, 2017, based on the COSO criteria.

We do not express an opinion or any other form of assurance on management's statements referring to any corrective actions taken by the company after the date of management's assessment.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Orion Energy Systems, Inc. as of March 31, 2017 and 2016, and the related consolidated statements of operations and comprehensive income, shareholders' equity, and cash flows for each of the three years in the period ended March 31, 2017 and our report dated June 13, 2017 expressed an unqualified opinion thereon.

/s/BDO USA, LLP

Milwaukee, Wisconsin

June 13, 2017

ORION ENERGY SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share amounts)

	March 31,	
	2017	2016
Assets		
Cash and cash equivalents	\$ 17,307	\$ 15,542
Accounts receivable, net	9,171	10,889
Inventories, net	13,593	17,024
Deferred contract costs	935	37
Prepaid expenses and other current assets	2,877	5,038
Total current assets	43,883	48,530
Property and equipment, net	13,786	17,004
Other intangible assets, net	4,207	5,048
Long-term accounts receivable	5	108
Other long-term assets	170	185
Total assets	\$ 62,051	\$ 70,875
Liabilities and Shareholders' Equity		
Accounts payable	\$ 11,635	\$ 11,716
Accrued expenses and other	5,988	6,586
Deferred revenue, current	621	243
Current maturities of long-term debt	152	746
Total current liabilities	18,396	19,291
Revolving credit facility	6,629	3,719
Long-term debt, less current maturities	190	302
Deferred revenue, long-term	944	1,022
Other long-term liabilities	442	558
Total liabilities	26,601	24,892
Commitments and contingencies		
Shareholders' equity:		
Preferred stock, \$0.01 par value: Shares authorized: 30,000,000 shares at March 31, 2017 and 2016; no shares issued and outstanding at March 31, 2017 and 2016	—	—
Common stock, no par value: Shares authorized: 200,000,000 at March 31, 2017 and 2016; shares issued: 37,747,227 and 37,192,559 at March 31, 2017 and 2016; shares outstanding: 28,317,490 and 27,767,138 at March 31, 2017 and 2016	—	—
Additional paid-in capital	153,901	152,140
Treasury stock: 9,429,737 and 9,425,421 common shares at March 31, 2017 and 2016	(36,081)	(36,075)
Shareholder notes receivable	(4)	(4)
Retained deficit	(82,366)	(70,078)
Total shareholders' equity	35,450	45,983
Total liabilities and shareholders' equity	\$ 62,051	\$ 70,875

ORION ENERGY SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME
(in thousands, except share and per share amounts)

	Fiscal Year Ended March 31,		
	2017	2016	2015
Product revenue	\$ 66,224	\$ 64,897	\$ 65,881
Service revenue	3,987	2,745	6,329
Total revenue	70,211	67,642	72,210
Cost of product revenue	49,630	49,630	68,388
Cost of service revenue	3,244	2,015	4,959
Total cost of revenue	52,874	51,645	73,347
Gross profit (loss)	17,337	15,997	(1,137)
Operating expenses:			
General and administrative	14,777	16,884	14,908
Impairment of assets	250	6,023	—
Acquisition and integration related expenses	—	—	47
Sales and marketing	12,833	11,343	13,290
Research and development	2,004	1,668	2,554
Total operating expenses	29,864	35,918	30,799
Loss from operations	(12,527)	(19,921)	(31,936)
Other income (expense):			
Other income	215	—	—
Interest expense	(273)	(297)	(376)
Interest income	36	128	300
Total other expense	(22)	(169)	(76)
Loss before income tax	(12,549)	(20,090)	(32,012)
Income tax (benefit) expense	(261)	36	49
Net loss and comprehensive loss	\$ (12,288)	\$ (20,126)	\$ (32,061)
Basic net loss per share attributable to common shareholders	\$ (0.44)	\$ (0.73)	\$ (1.43)
Weighted-average common shares outstanding	28,156,382	27,627,693	22,353,419
Diluted net loss per share	\$ (0.44)	\$ (0.73)	\$ (1.43)
Weighted-average common shares and share equivalents outstanding	28,156,382	27,627,693	22,353,419

ORION ENERGY SYSTEMS, INC. AND SUBSIDIARIES
STATEMENTS OF SHAREHOLDERS' EQUITY
(in thousands, except share amounts)

	Shareholders' Equity						
	Common Stock			Treasury Stock	Shareholder Notes Receivable	Retained Earnings (Deficit)	Total Shareholders' Equity
	Shares	Additional Paid-in Capital	Shares				
Balance, March 31, 2014	21,588,326	\$ 130,987	\$ (36,034)	\$ (50)	\$ (17,891)	\$ 77,012	
Issuance of common stock for cash, net of issuance costs	5,462,500	\$ 17,465	\$ —	\$ —	\$ —	\$ 17,465	
Issuance of stock for services	27,931	131	—	—	—	131	
Exercise of stock options and warrants for cash	178,387	430	—	—	—	430	
Shares issued under Employee Stock Purchase Plan	1,486	4	7	—	—	11	
Collection of shareholder notes receivable	—	—	—	46	—	46	
Stock-based compensation	170,055	1,499	—	—	—	1,499	
Employee tax withholdings on stock-based compensation	(7,152)	—	(22)	—	—	(22)	
Net loss	—	—	—	—	(32,061)	(32,061)	
Balance, March 31, 2015	27,421,533	\$ 150,516	\$ (36,049)	\$ (4)	\$ (49,952)	\$ 64,511	
Issuance of stock for services	35,290	66	—	—	—	66	
Exercise of stock options and warrants for cash	46,410	97	—	—	—	97	
Shares issued under Employee Stock Purchase Plan	3,925	(1)	8	—	—	7	
Stock-based compensation	270,303	1,462	—	—	—	1,462	
Employee tax withholdings on stock-based compensation	(10,323)	—	(34)	—	—	(34)	
Net loss	—	—	—	—	(20,126)	(20,126)	
Balance, March 31, 2016	27,767,138	\$ 152,140	\$ (36,075)	\$ (4)	\$ (70,078)	\$ 45,983	
Issuance of stock for services	110,566	156	—	—	—	156	
Shares issued under Employee Stock Purchase Plan	5,156	—	8	—	—	8	
Stock-based compensation	444,102	1,605	—	—	—	1,605	
Employee tax withholdings on stock-based compensation	(9,472)	—	(14)	—	—	(14)	
Net loss	—	—	—	—	(12,288)	(12,288)	
Balance, March 31, 2017	28,317,490	\$ 153,901	\$ (36,081)	\$ (4)	\$ (82,366)	\$ 35,450	

ORION ENERGY SYSTEMS, INC. AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Fiscal Year Ended March 31,		
	2017	2016	2015
Operating activities			
Net loss	\$ (12,288)	\$ (20,126)	\$ (32,061)
Adjustments to reconcile net loss to net cash used in operating activities:			
Depreciation	1,451	2,950	2,853
Amortization	881	1,215	1,327
Stock-based compensation expense	1,605	1,462	1,499
Impairment of assets	250	6,023	12,130
Loss (gain) on sale of property and equipment	1	40	(21)
Provision for inventory reserves	2,212	509	361
Provision for bad debts	132	575	285
Other	177	258	265
Changes in operating assets and liabilities:			
Accounts receivable, current and long-term	1,687	7,116	(1,909)
Inventories, current	1,220	(3,249)	(2,356)
Deferred contract costs	(899)	137	651
Prepaid expenses and other current assets	2,084	(2,645)	1,261
Accounts payable	(81)	713	2,475
Accrued expenses and other	(635)	1,803	838
Deferred revenue, current and long-term	300	(254)	(410)
Net cash used in operating activities	(1,903)	(3,473)	(12,812)
Investing activities			
Purchase of property and equipment	(660)	(401)	(2,006)
Purchase of short-term investments	—	—	(2)
Sale of short-term investments	—	—	472
Additions to patents and licenses	(291)	(6)	(234)
Proceeds from sales of property, plant and equipment	2,600	35	1,040
Net cash provided by (used in) investing activities	1,649	(372)	(730)
Financing activities			
Payment of long-term debt	(880)	(1,901)	(4,494)
Proceeds from revolving credit facility	87,935	65,767	2,500
Repayments of revolving credit facility	(85,025)	(64,549)	—
Proceeds from long-term debt	—	—	446
Proceeds from repayment of shareholder notes	—	—	46
Proceeds from issuance of common stock, net of issuance costs	—	(2)	17,465
Payments to settle employee tax withholdings on stock-based compensation	(19)	(34)	(22)
Deferred financing costs	—	—	(406)
Net proceeds from employee equity exercises	8	104	441
Net cash provided by (used in) financing activities	2,019	(615)	15,976
Net increase (decrease) in cash and cash equivalents	1,765	(4,460)	2,434
Cash and cash equivalents at beginning of period	15,542	20,002	17,568
Cash and cash equivalents at end of period	\$ 17,307	\$ 15,542	\$ 20,002

Supplemental cash flow information:

Cash paid for interest	\$	164	\$	191	\$	287
Cash (received) paid for income taxes	\$	(153)	\$	18	\$	42
Supplemental disclosure of non-cash investing and financing activities:						
Vendor financed capital lease addition	\$	175	\$	396	\$	—

ORION ENERGY SYSTEMS, INC. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

NOTE 1 — DESCRIPTION OF BUSINESS

Organization

Orion includes Orion Energy Systems, Inc., a Wisconsin corporation, and all consolidated subsidiaries. Orion is a developer, manufacturer and seller of lighting and energy management systems to commercial and industrial businesses, and federal and local governments, predominantly in North America.

Orion's corporate offices and leased primary manufacturing operations are located in Manitowoc, Wisconsin. Orion leases office space in Jacksonville, Florida; Chicago, Illinois; and Houston, Texas. Orion also leases warehouse space in Manitowoc, Wisconsin and Augusta, Georgia.

NOTE 2 — SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Principles of Consolidation

The consolidated financial statements include the accounts of Orion Energy Systems, Inc. and its wholly-owned subsidiaries. All significant intercompany transactions and balances have been eliminated in consolidation.

Reclassifications

Where appropriate, certain reclassifications have been made to prior years' financial statements to conform to the current year presentation.

Use of Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during that reporting period. Areas that require the use of significant management estimates include revenue recognition, inventory obsolescence and allowance for doubtful accounts, accruals for warranty and loss contingencies, income taxes and certain equity transactions. Accordingly, actual results could differ from those estimates.

Cash and Cash Equivalents

Orion considers all highly liquid, short-term investments with original maturities of three months or less to be cash equivalents.

Fair Value of Financial Instruments

Orion's financial instruments consist of cash and cash equivalents, accounts receivable, accounts payable, accrued expenses and other, revolving credit facility and long-term debt. The carrying amounts of Orion's financial instruments approximate their respective fair values due to the relatively short-term nature of these instruments, or in the case of long-term debt and revolving credit facility, because of the interest rates currently available to Orion for similar obligations. Valuation techniques used to measure fair value must maximize the use of observable inputs and minimize the use of unobservable inputs. GAAP describes a fair value hierarchy based on the following three levels of inputs, of which the first two are considered observable and the last unobservable, that may be used to measure fair value:

Level 1 — Valuations are based on unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 — Valuations are based on quoted prices for similar assets or liabilities in active markets, or quoted prices in markets that are not active for which significant inputs are observable, either directly or indirectly.

Level 3 — Valuations are based on prices or valuation techniques that require inputs that are both unobservable and significant to the overall fair value measurement. Inputs reflect management's best estimate of what market participants would use in valuing the asset or liability at the measurement date.

Allowance for Doubtful Accounts

Orion performs ongoing evaluations of its customers and continuously monitors collections and payments and estimate an allowance for doubtful accounts based upon the aging of the underlying receivables, historical experience with write-offs and

specific customer collection issues that have been identified. See Note 3 - Accounts Receivable for further discussion of the allowance for doubtful accounts

Long-Term Receivables

Orion records a long-term receivable for the non-current portion of its sales-type capital lease OTA contracts. The receivable is recorded at the net present value of the future cash flows from scheduled customer payments. Orion uses the implied cost of capital from each individual contract as the discount rate.

Deferred Contract Costs

Deferred contract costs consist primarily of the costs of products delivered, and services performed, that are subject to additional performance obligations or customer acceptance. These deferred contract costs are expensed at the time the related revenue is recognized. Deferred costs amounted to \$935,000 as of March 31, 2017 and \$37,000 as of March 31, 2016.

Incentive Compensation

Orion's compensation committee approved an Executive Fiscal Year 2017 Annual Cash Incentive Program under its 2004 Stock and Incentive Plan. The plan provided for performance cash bonus payments ranging from 35-100% of the fiscal 2017 base salaries of Orion's named executive officers and other key employees. The plan provided for bonuses to be paid out on the basis of the achievement in fiscal 2017 of at least (i) \$500,000 of profit before taxes and (ii) revenue growth of 10% more than fiscal year 2016. Based upon the results for the year ended March 31, 2017, Orion did not accrue any expense related to this plan.

Orion's compensation committee approved an Executive Fiscal Year 2016 Annual Cash Incentive Program under its 2004 Stock and Incentive Awards Plan. The plan provided for performance cash bonus payments ranging from 35-100% of the fiscal 2016 base salaries of Orion's named executive officers and other key employees. The plan provided for bonuses to be paid out on the basis of the achievement in fiscal 2016 of at least (i) \$110,000 of profit before taxes and (ii) revenue growth of 10% more than fiscal year 2015. Based upon the results for the year ended March 31, 2016, Orion did not accrue any expense related to this plan.

Orion's compensation committee approved an Executive Fiscal Year 2015 Annual Cash Incentive Program under its 2004 Stock and Incentive Awards Plan. The plan provided for performance cash bonus payments ranging from 35-100% of the fiscal 2015 base salaries of Orion's named executive officers and other key employees. The plan provided for bonuses to be paid out on the basis of the achievement in fiscal 2015 of at least (i) \$2,300,000 of profit before taxes and (ii) revenue of at least \$90,400,000. Based upon the results for the year ended March 31, 2015, Orion did not accrue any expense related to this plan.

Revenue Recognition

Revenue is recognized on the sales of Orion's lighting and related energy-efficiency systems and products when the following four criteria are met:

1. persuasive evidence of an arrangement exists;
2. delivery has occurred and title has passed to the customer;
3. the sales price is fixed and determinable and no further obligation exists; and
4. collectability is reasonably assured.

These four criteria are met for Orion's product-only revenue upon delivery of the product and title passing to the customer. At that time, Orion provides for estimated costs that may be incurred for product warranties and sales returns. Revenues are presented net of sales tax and other sales related taxes.

For sales of Orion's lighting and energy management technologies under multiple element arrangements, consisting of a combination of product sales and services, Orion determines revenue by allocating the total contract revenue to each element based on their relative selling prices in accordance with ASC 605-25, *Revenue Recognition - Multiple Element Arrangements*. In such circumstances, Orion uses a hierarchy to determine the selling price to be used for allocating revenue to deliverables: (1) vendor-specific objective evidence ("VSOE") of fair value, if available, (2) third-party evidence ("TPE") of selling price if VSOE is not available, and (3) best estimate of the selling price if neither VSOE nor TPE is available (a description as to how Orion determines estimated selling price is provided below).

The nature of Orion's multiple element arrangements for the sale of its lighting and energy management technologies is similar to a construction project, with materials being delivered and contracting and project management activities occurring according to an installation schedule. The significant deliverables include the shipment of products and related transfer of title and the installation.

To determine the selling price in multiple-element arrangements, Orion establishes the selling price for its energy management system products using management's best estimate of the selling price, as VSOE and TPE do not exist. Product revenue is recognized when title and risk of loss for the products transfers. For product revenue, management's best estimate of selling price is determined using a cost plus gross profit margin method.

In addition, Orion records in service revenue the selling price for its installation and recycling services using management's best estimate of selling price, as VSOE and TPE do not exist. Service revenue is recognized when services are completed and customer acceptance has been received. Recycling services provided in connection with installation entail the disposal of the customer's legacy lighting fixtures. Orion's service revenues, other than for installation and recycling that are completed prior to delivery of the product, are included in product revenue using management's best estimate of selling price, as VSOE and TPE do not exist. These services include comprehensive site assessment, site field verification, utility incentive and government subsidy management, engineering design, and project management. For these services, along with Orion's installation and recycling services, under a multiple-element arrangement, management's best estimate of selling price is determined using a cost plus gross profit margin method with consideration given to other relevant economic conditions and trends, customer demand, pricing practices, and margin objectives. The determination of an estimated selling price is made through consultation with and approval by management, taking into account the preceding factors.

Orion offers a financing program, called an Orion Throughput Agreement, or OTA, for a customer's lease of Orion's energy management systems. The OTA is structured as a sales-type lease and upon successful installation of the system and customer acknowledgment that the system is operating as specified, revenue is recognized at Orion's net investment in the lease, which typically is the net present value of the future cash flows.

Orion has limited Power Purchase Agreement ("PPA") contracts still outstanding. Those PPA's outstanding are supply side agreements for the generation of electricity for which we recognize revenue on a monthly basis over the life of the PPA contract, typically in excess of 10 years. Prior to fiscal 2015, Orion sold solar PV systems which were recognized to revenue using the percentage-of-completion method by measuring project progress by the percentage of costs incurred to date of the total estimated costs for each contract as materials are installed. Revenue from sales of Orion's solar PV systems is generally recognized over a period of three to 15 months. There were no sales of solar PV systems in fiscal 2017, fiscal 2016 or fiscal 2015.

Deferred revenue relates to advance customer billings, investment tax grants received related to PPAs and long term maintenance contracts on OTAs and is classified as a liability on the condensed consolidated balance sheet. The fair value of the maintenance is readily determinable based upon pricing from third-party vendors. Deferred revenue related to maintenance services is recognized when the services are delivered, which occurs in excess of a year after the original OTA contract is executed.

Shipping and Handling Costs

Orion records costs incurred in connection with shipping and handling of products as cost of product revenue. Amounts billed to customers in connection with these costs are included in product revenue.

Advertising

Advertising costs of \$94,000, \$4,000 and \$149,000 for fiscal 2017, 2016 and 2015, respectively, were charged to operations as incurred.

Research and Development

Orion expenses research and development costs as incurred. Amounts are included in the Statement of Operations and Comprehensive Income on the line item Research and development.

Income Taxes

Orion recognizes deferred tax assets and liabilities for the future tax consequences of temporary differences between financial reporting and income tax basis of assets and liabilities, measured using the enacted tax rates and laws expected to be in effect when the temporary differences reverse. Deferred income taxes also arise from the future tax benefits of operating loss and tax credit carry-forwards. A valuation allowance is established when management determines that it is more likely than not that all or a portion of a deferred tax asset will not be realized. For the fiscal year ended March 31, 2017, Orion recorded a full valuation allowance of \$4,627,000 against its deferred tax assets.

ASC 740, *Income Taxes*, also prescribes a recognition threshold and measurement attribute for the financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. For those benefits to be recognized, a tax position must be more-likely-than-not to be sustained upon examination. Orion has classified the amounts recorded for uncertain tax benefits in the balance sheet as other liabilities (non-current) to the extent that payment is not anticipated within one year. Orion recognizes penalties and interest related to uncertain tax liabilities in income tax expense. Penalties and interest are immaterial and are included in the unrecognized tax benefits.

Deferred tax benefits have not been recognized for income tax effects resulting from the exercise of non-qualified stock options. These benefits will be recognized in the period in which the benefits are realized as a reduction in taxes payable and an increase in additional paid-in capital. Realized tax benefits (expense) from the exercise of stock options were \$0, for the fiscal years 2017, 2016 and 2015.

Stock Based Compensation

Orion's share-based payments to employees are measured at fair value and are recognized in earnings, net of estimated forfeitures, on a straight-line basis over the requisite service period.

Cash flows from the exercise of stock options resulting from tax benefits in excess of recognized cumulative compensation costs (excess tax benefits) are classified as financing cash flows. Orion realized no such tax benefits during the years ended March 31, 2017, 2016 and 2015.

Historically, Orion uses the Black-Scholes option-pricing model for issued stock options. Orion calculated volatility based upon the historical market price of its common stock. The risk-free interest rate is the rate available as of the option date on zero-coupon U.S. Government issues with a remaining term equal to the expected term of the option. The expected term was based upon the vesting term of Orion's options and expected exercise behavior.

Orion accounts for stock-based compensation in accordance with ASC 718, Compensation - Stock Compensation. Under the fair value recognition provisions of ASC 718, stock-based compensation is measured at the grant date based on the fair value of the award and is recognized as expense ratably over the requisite service period, net of estimated forfeitures. As more fully described in Note 9, Orion currently awards non-vested restricted stock to employees, executive officers and directors. Orion did not issue any stock options during fiscal 2017, fiscal 2016 or fiscal 2015.

Orion has not paid dividends in the past and does not plan to pay any dividends in the foreseeable future. Orion estimates its forfeiture rate of unvested stock awards based on historical experience.

Concentration of Credit Risk and Other Risks and Uncertainties

Orion's cash is deposited with two financial institutions. At times, deposits in these institutions exceed the amount of insurance provided on such deposits. Orion has not experienced any losses in such accounts and believes that it is not exposed to any significant financial institution viability risk on these balances.

Orion purchases components necessary for its lighting products, including ballasts, lamps and LED components, from multiple suppliers. For fiscal 2017, 2016 and 2015, no supplier accounted for more than 10% of total cost of revenue.

In fiscal 2017 and fiscal 2016, no customer accounted for 10% of revenue. In fiscal 2015, one customer accounted for 12% of revenue.

As of March 31, 2017, one customer accounted for 11.6% of accounts receivable and as of March 31, 2016, one customer accounted for 10.3% of accounts receivable.

Recent Accounting Pronouncements

Issued: Not Yet Adopted

In August 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") 2016-15, "Classification of Certain Cash Receipts and Cash Payments," which provides clarification and additional guidance as to the presentation and classification of certain cash receipts and cash payments in the statement of cash flows. The ASU provides guidance, as to the classification of a number of transactions including: contingent consideration payments made after a business combination, proceeds from the settlement of insurance claims, proceeds from the settlement of corporate-owned life insurance policies, and distributions received from equity method investees. The new standard will be effective for Orion in the first quarter of fiscal 2019 and will be applied through retrospective adjustment to all periods presented. Orion does not expect the adoption of this guidance to have a material impact on its consolidated financial statements.

In February 2016, the FASB issued ASU 2016-02, "Leases (Subtopic 842)." This ASU requires that lessees recognize right-of-use assets and liabilities on the balance sheet for the rights and obligations created by long-term leases and disclose additional quantitative and qualitative information about leasing arrangements. Under this ASU, leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition. Similarly, lessors will be required to classify leases as sales-type, finance or operating leases, with classification affecting the pattern of income recognition. Classification for both lessees and lessors will be based on an assessment of whether risks and rewards as well as substantive control have been transferred through the lease contract. This ASU also provides guidance on the presentation of the effects of leases in the income statement and statement of cash flows. This guidance will be effective for Orion on April 1, 2019. Early adoption of the standard is permitted and a modified retrospective transition approach is required for leases existing at, or

entered into after, the beginning of the earliest comparative period presented in the financial statements, with certain practical expedients available. The Company has not yet completed its review of the full provisions of this standard against its outstanding lease arrangements and is in the process of quantifying the lease liability and related right of use asset which will be recorded to its consolidated balance sheets upon adoption of the standard. In addition, management continues to assess the impact of adoption of this standard on its consolidated statements of operations, cash flows, and the related footnote disclosures.

In May 2014, the FASB issued ASU 2014-09, "Revenue from Contracts with Customers." This ASU is a comprehensive new revenue recognition model that requires a company to recognize revenue to depict the transfer of goods or services to a customer at an amount that reflects the consideration it expects to receive in exchange for those goods or services. In addition, the ASU requires enhanced and expanded financial statement disclosures. Since the issuance of this ASU, the FASB has issued further ASU's to provide additional guidance and clarification as to the application of ASU 2014-09 and delaying its original effective date. The ASU allows companies to elect either a full retrospective or modified retrospective approach to adoption.

Orion will adopt ASU 2014-09 and the related updates with their effective date on April 1, 2018. Orion has begun the process of implementing this standard, including performing a review of its revenue streams to identify any differences in the timing, measurement, or presentation of revenue recognition. The Company is in the process of reviewing the provisions of these standards against its customer contracts, including evaluating and identifying distinct performance obligations. The Company continues to evaluate its customer contracts to determine the impact on the timing and presentation of revenue. In addition, the Company is evaluating any necessary changes to its revenue related processes and controls as a result of the new standard, including the related footnote disclosures. Under ASU 2014-09 incremental contract costs, including sales commissions, may be required to be capitalized and expensed over the period these costs are recovered. Although Orion incurs commission costs, its contracts are typically completed within one year. As such, the Company will elect to apply the practical expedient for contract costs recovered within one year and will continue to recognize commissions as cost of sales immediately rather than capitalizing and expensing these costs over the contract period. Orion currently plans to elect the modified retrospective adoption method but continues to evaluate both of the available transition methods.

In November 2015, the FASB issued ASU 2015-17, "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes," to simplify the presentation of deferred taxes. The amendments in this update require that deferred tax assets and liabilities be classified as non-current on the balance sheet. This ASU is effective for Orion's annual reporting period, and interim periods therein, as of April 1, 2017. The adoption of this standard will have no impact on Orion's consolidated financial statements.

In July 2015, the FASB issued ASU 2015-11, "Inventory (Topic 330): Simplifying the Measurement of Inventory," which changes the measurement principle for inventory from the lower of cost or market to the lower of cost or net realizable value for entities that measure inventory using first-in, first-out ("FIFO") or average cost. Net realizable value is defined as the estimated selling prices in the ordinary course of business, less reasonably predictable costs of completion, disposal and transportation. This ASU is effective for Orion on April 1, 2017. The Company believes the adoption of this standard will not have a material impact on Orion's consolidated financial statements.

In March 2016, the FASB issued ASU 2016-09, "Compensation - Stock Compensation (Topic 718): Improvements to Employee Share-Based Payment Accounting," which changes how companies account for certain aspects of share-based payment awards to employees, including the accounting for income taxes, forfeitures, and statutory tax withholding requirements, as well as the classification of related matters in the statement of cash flows. The ASU is effective for Orion as of April 1, 2017. The adoption of this standard is not expected to have a material impact on Orion's consolidated financial statements.

Recently Adopted Standards

As of April 1, 2016, Orion adopted the provisions of ASU 2015-03 "Interest-Imputation of Interest (Subtopic 835-30): Simplifying the Presentation of Debt Issuance Costs" and the related ASU 2015-15 "Interest-Imputation of Interest (Subtopic 835-30): Presentation and Subsequent Measurement of Debt Issuance Costs Associated with Line of Credit Arrangements- Amendments to SEC Paragraphs Pursuant to Staff Announcement at June 18, 2015 EITF Meeting (SEC Update)." This guidance requires that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a reduction of the carrying amount of that debt liability, consistent with debt discounts, with the exception of debt issuance costs associated with line of credit agreements which may remain classified as an asset and amortized ratably over the term of the line-of-credit arrangement, regardless of whether there are any outstanding borrowings on the line-of-credit arrangement. As Orion's only deferred debt issuance costs relate to its revolving line of credit, upon adoption of these standards a reclassification of the deferred financing costs was not required and there was no impact on Orion's condensed consolidated financial statements.

In August 2014, the FASB issued ASU 2014-15, "Presentation of Financial Statements - Going Concern" ("ASU 2014-15"). ASU 2014-15 requires an entity's management to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the entity's ability to continue as a going concern and if those conditions exist prescribes the

necessary disclosures. Orion incorporated the provisions of this standard in performing its going concern analysis as of March 31, 2017. The adoption of this standard did not have an impact on Orion's consolidated financial statements or footnote disclosures.

NOTE 3 — ACCOUNTS RECEIVABLE

Orion's accounts receivable are due from companies in the commercial, governmental, industrial and agricultural industries, as well as wholesalers. Credit is extended based on an evaluation of a customer's financial condition. Generally, collateral is not required for end users; however, the payment of certain trade accounts receivable from wholesalers is secured by irrevocable standby letters of credit and/or guarantees. Accounts receivable are generally due within 30-60 days. Accounts receivable are stated at the amount Orion expects to collect from outstanding balances. Orion provides for probable uncollectible amounts through a charge to earnings and a credit to an allowance for doubtful accounts based on its assessment of the current status of individual accounts. Balances that are still outstanding after Orion has used reasonable collection efforts are written off through a charge to the allowance for doubtful accounts and a credit to accounts receivable. Orion's accounts receivable and allowance for doubtful accounts balances were as follows (dollars in thousands):

	2017	2016
Accounts receivable, gross	\$ 9,315	\$ 11,394
Allowance for doubtful accounts	(144)	(505)
Accounts receivable, net	<u>\$ 9,171</u>	<u>\$ 10,889</u>

NOTE 4 — FINANCING RECEIVABLES

Orion considers its lease balances included in consolidated current and long-term accounts receivable from its OTA, sales-type leases to be financing receivables. Additional disclosures on the credit quality of Orion's financing receivables are as follows:

Age Analysis as of March 31, 2017 (dollars in thousands):

	Not Past Due	1-90 days past due	Greater than 90 days past due	Total past due	Total sales-type leases
Lease balances included in consolidated accounts receivable—current	\$ 44	\$ —	\$ 3	\$ 3	\$ 47
Lease balances included in consolidated accounts receivable—long-term	5	—	—	—	5
Total gross sales-type leases	49	—	3	3	52
Allowance	—	—	—	—	—
Total net sales-type leases	<u>\$ 49</u>	<u>\$ —</u>	<u>\$ 3</u>	<u>\$ 3</u>	<u>\$ 52</u>

Age Analysis as of March 31, 2016 (dollars in thousands):

	Not Past Due	1-90 days past due	Greater than 90 days past due	Total past due	Total sales-type leases
Lease balances included in consolidated accounts receivable—current	\$ 294	\$ 4	\$ 10	\$ 14	\$ 308
Lease balances included in consolidated accounts receivable—long-term	101	—	—	—	101
Total gross sales-type leases	395	4	10	14	409
Allowance	—	—	(9)	(9)	(9)
Total net sales-type leases	<u>\$ 395</u>	<u>\$ 4</u>	<u>\$ 1</u>	<u>\$ 5</u>	<u>\$ 400</u>

Allowance for Credit Losses on Financing Receivables

Orion's allowance for credit losses is based on management's assessment of the collectability of customer accounts. A considerable amount of judgment is required in order to make this assessment including a detailed analysis of the aging of the lease receivables and the current credit worthiness of Orion's customers and an analysis of historical bad debts and other adjustments. If there is a deterioration of a major customer's credit worthiness or actual defaults are higher than historical experience, the estimate of the recoverability of amounts due could be adversely affected. Orion reviews in detail the allowance for doubtful accounts on a quarterly basis and adjusts the allowance estimate to reflect actual portfolio performance and any changes in future portfolio performance expectations. Orion's provision for write-offs and credit losses against the OTA sales-type lease receivable balances in fiscal 2017, fiscal 2016 and fiscal 2015, respectively, was as follows (dollars in thousands):

March 31,	Balance at beginning of period	Provisions charged to expense	Write offs and other	Balance at end of period
	(in Thousands)			
2017 Allowance for Doubtful Accounts on financing receivables	\$ 9	\$ —	\$ 9	\$ —
2016 Allowance for Doubtful Accounts on financing receivables	\$ 156	\$ 30	\$ 177	\$ 9
2015 Allowance for Doubtful Accounts on financing receivables	\$ 94	\$ 62	\$ —	\$ 156

NOTE 5 — INVENTORIES

Inventories consist of raw materials and components, such as drivers, metal sheet and coil stock and molded parts; work in process inventories, such as frames and reflectors; and finished goods, including completed fixtures and systems, and accessories. All inventories are stated at the lower of cost or market value with cost determined using the first-in, first-out (FIFO) method. Orion reduces the carrying value of its inventories for differences between the cost and estimated net realizable value, taking into consideration usage in the preceding 9 to 24 months, expected demand, and other information indicating obsolescence. Orion records, as a charge to cost of product revenue, the amount required to reduce the carrying value of inventory to net realizable value. As of March 31, 2017 and 2016, Orion's inventory balances were as follows (dollars in thousands):

	Cost	Obsolescence Reserve	Net
As of March 31, 2017			
Raw materials and components	\$ 8,104	\$ (1,807)	\$ 6,297
Work in process	1,918	(329)	1,589
Finished goods	7,044	(1,337)	5,707
Total	\$ 17,066	\$ (3,473)	\$ 13,593
As of March 31, 2016			
Raw materials and components	\$ 10,556	\$ (1,052)	\$ 9,504
Work in process	2,045	(119)	1,926
Finished goods	6,550	(956)	5,594
Total	\$ 19,151	\$ (2,127)	\$ 17,024

Costs associated with the procurement and warehousing of inventories, such as inbound freight charges and purchasing and receiving costs, are also included in cost of product revenue.

In fiscal 2017, Orion increased its obsolescence reserve by \$1,346,000. The reserve was increased by \$1,671,000 related to its fluorescent and LED exterior products. The reserve increase was reduced by disposals during the year of fully reserved inventory items along with other inventory related activities. Orion's customer preference is for higher performing LED lighting technologies rather than lower-priced earlier generation solutions.

NOTE 6 — PREPAID EXPENSES AND OTHER CURRENT ASSETS

Prepaid expenses and other current assets consist primarily of prepaid insurance premiums, prepaid license fees, purchase deposits, advance payments to contractors, unbilled receivables, prepaid taxes and miscellaneous receivables. Prepaid expenses and other current assets include the following (dollars in thousands):

	March 31, 2017	March 31, 2016
Unbilled accounts receivable	\$ 2,226	\$ 4,307
Other prepaid expenses	651	731
Total	\$ 2,877	\$ 5,038

NOTE 7 — PROPERTY AND EQUIPMENT

Property and equipment are stated at cost. Expenditures for additions and improvements are capitalized, while replacements, maintenance and repairs, which do not improve or extend the lives of the respective assets, are expensed as incurred. Properties sold, or otherwise disposed of, are removed from the property accounts, with gains or losses on disposal credited or charged to income from operations.

Orion periodically reviews the carrying values of property and equipment for impairment in accordance with ASC 360, *Property, Plant and Equipment*, if events or changes in circumstances indicate that the assets may be impaired. The estimated future undiscounted cash flows expected to result from the use of the assets and their eventual disposition are compared to the assets' carrying amount to determine if a write down to market value is required.

In fiscal 2017, no fixed asset impairment charges were required.

On June 30, 2016, Orion completed the sale of its Manitowoc manufacturing and distribution facility for gross cash proceeds of \$2,600,000, which approximated the assets' net carrying values. In conjunction with the sale, Orion entered into an agreement with the buyer to leaseback approximately 197,000 square feet of the building for not less than three years, subject to mutual options to reduce the amount of leased space.

In conjunction with the anticipated sale of this facility, in fiscal 2016, the Company reviewed the carrying value of the manufacturing and distribution facility assets for impairment performing a probability weighted analysis of expected future cash flows. Based on that analysis, the Company concluded that the assets' carrying values were no longer supported. As such, Orion recorded an impairment charge of \$1,614,000 in fiscal 2016 to write the assets down to their fair value, which approximates the expected selling price. The impairment charge was recorded to all three of Orion's reportable segments as follows: Orion U.S. Markets \$689,000, Orion Engineered Systems \$804,000, and Orion Distribution Services \$121,000.

In fiscal 2015, an impairment charge of \$1,030,000 was recorded in connection with the assessment of carrying costs related to the wireless controls product offering.

Property and equipment were comprised of the following (dollars in thousands):

	March 31, 2017	March 31, 2016
Land and land improvements	\$ 424	\$ 421
Buildings and building improvements	9,245	11,849
Furniture, fixtures and office equipment	7,056	7,233
Leasehold improvements	324	148
Equipment leased to customers under Power Purchase Agreements	4,997	4,997
Plant equipment	11,627	10,805
Construction in progress	61	128
	33,734	35,581
Less: accumulated depreciation and amortization	(19,948)	(18,577)
Net property and equipment	\$ 13,786	\$ 17,004

Equipment included above under capital leases was as follows (dollars in thousands):

	March 31, 2017	March 31, 2016
Equipment	\$ 581	408
Less: accumulated depreciation and amortization	(202)	(65)
Net equipment	\$ 379	\$ 343

Depreciation is recognized over the estimated useful lives of the respective assets, using the straight-line method. Orion recorded depreciation expense of \$1,451,000, \$2,950,000 and \$2,853,000 for the years ended March 31, 2017, 2016 and 2015, respectively.

Depreciable lives by asset category are as follows:

Land improvements	10-15 years
Buildings and building improvements	10-39 years
Furniture, fixtures and office equipment	2-10 years
Leasehold improvements	Shorter of asset life or life of lease
Equipment leased to customers under Power Purchase Agreements	20 years
Plant equipment	3-10 years

No interest was capitalized for construction in progress during fiscal 2017 or fiscal 2016.

NOTE 8 — GOODWILL AND OTHER INTANGIBLE ASSETS

The costs of specifically identifiable intangible assets that do not have an indefinite life are amortized over their estimated useful lives. Goodwill and intangible assets with indefinite lives are not amortized.

As of March 31, 2016 and March 31, 2017, Orion had no goodwill on its Consolidated Balance Sheet. Prior to March 31, 2016, Orion had allocated goodwill to its reporting units which were also two of its reportable segments as follows: \$2,371,000 to the U.S. Markets ("USM") and \$2,038,000 to Orion Engineered Systems ("OES"). The Orion Distribution Services ("ODS") segment had no goodwill. Orion tests goodwill for impairment at least annually as of the first day of the fiscal fourth quarter, or when indications of potential impairment exist. Orion performed its last annual goodwill impairment test as of January 1, 2016. In accordance with ASC 350, *Intangibles - Goodwill and Other*, Step 1 of the impairment test compares the fair value of the reporting unit with its carrying value. Orion determined the fair value of each reporting unit using a discounted cash flow method and the guideline public entity method. After completing a Step 1 evaluation, the estimated fair value of both reporting units was determined to be lower than their carrying values. As such, each unit failed Step 1 of the goodwill impairment test and Step 2 of the goodwill impairment test was performed. In conjunction with the Step 2 test, Orion performed a hypothetical purchase price allocation for each of its reporting units to determine the implied fair value of goodwill and compared the implied fair value of goodwill to the carrying amount of goodwill. A third-party valuation firm was engaged to assist in the Step 2 valuation process. The fair value determination was categorized as Level 3 in the fair value hierarchy (see "*Fair Value of Financial Instruments*" for the definition of Level 3 inputs). As a result of Step 2 of the goodwill impairment tests as of January 1, 2016, Orion's USM segment recorded a goodwill impairment charge of \$2,371,000 and Orion's OES segment recorded a goodwill impairment charge of \$2,038,000. Therefore, as of March 31, 2017 and March 31, 2016, Orion had no goodwill on its Consolidated Balance Sheets.

The change in the carrying value of goodwill during fiscal 2016 was as follows (dollars in thousands):

Balance at March 31, 2015	\$	4,409
Impairments		(4,409)
Balance at March 31, 2016	\$	—

Amortizable intangible assets are amortized over their estimated economic useful life to reflect the pattern of economic benefits consumed based upon the following lives and methods:

Patents	10-17 years	Straight-line
Licenses	7-13 years	Straight-line
Customer relationships	5-8 years	Accelerated based upon the pattern of economic benefits consumed
Developed technology	8 years	Accelerated based upon the pattern of economic benefits consumed
Non-competition agreements	5 years	Straight-line

Intangible assets that have a definite life are evaluated for potential impairment whenever events or circumstances indicate that the carrying value may not be recoverable based primarily upon whether expected future undiscounted cash flows are sufficient to support the asset recovery. If the actual useful life of the asset is shorter than the estimated life, the asset may be deemed to be impaired and accordingly a write-down of the value of the asset determined by a discounted cash flow analysis or shorter amortization period may be required.

Indefinite lived intangible assets are evaluated for impairment at least annually on the first day of Orion's fiscal fourth quarter, or when indications of potential impairment exist. This annual impairment review may begin with a qualitative test to determine whether it is more likely than not that an indefinite lived intangible asset's carrying value is greater than its fair value. If the qualitative assessment reveals that asset impairment is more likely than not, a quantitative impairment test is performed comparing the fair value of the indefinite lived intangible asset to its carrying value. Alternatively, the qualitative test may be bypassed and the quantitative impairment test may be immediately performed. If the fair value of the indefinite lived intangible asset exceeds its carrying value, the indefinite lived intangible asset is not impaired and no further review is performed. If the carrying value of the indefinite lived intangible asset exceeds its fair value, an impairment loss would be recognized in an amount equal to such excess. Once an impairment loss is recognized, the adjusted carrying value becomes the new accounting basis of the indefinite lived intangible asset.

Orion performed a qualitative assessment in conjunction with its annual impairment test of its indefinite lived intangible assets as of January 1, 2017. This qualitative assessment considered Orion's operating results for the first nine months of fiscal 2017 in comparison to prior years as well as its anticipated fourth quarter results and fiscal 2018 plan. As a result of the conditions that existed as of the assessment date, an asset impairment was not deemed to be more likely than not and a quantitative analysis was not required.

During the fourth quarter of fiscal 2017, Orion achieved lower than anticipated operating results, made a strategic shift in its manufacturing strategy and approach to the fluorescent and LED exterior lighting market, and revised its fiscal 2018 forecast. As a result, a triggering event occurred requiring the Company to reassess its indefinite lived intangible assets for impairment. As such Orion performed a quantitative impairment review of its indefinite lived intangible assets related to the Harris trade name applying the royalty replacement method to determine the asset's fair value as of March 31, 2017. Under the royalty replacement method, the fair value of the Harris tradename was determined based on a market participant's view of the royalty that would be paid to license the right to use the tradename. This quantitative analysis incorporated several assumptions including forecasted future revenues and cash flows, estimated royalty rate, based on similar licensing transactions and market royalty rates, and discount rate, which incorporates assumptions such as weighted-average cost of capital and risk premium. As a result of this impairment test, the carrying value of the Harris trade name exceeded its estimated fair value and an impairment of \$250,000 was recorded to Impairment of assets during the fourth quarter to reduce the asset's carrying value to its calculated fair value. This fair value determination was categorized as Level 3 in the fair value hierarchy (see "Fair Value of Financial Instruments" for the definition of Level 3 inputs).

The components of, and changes in, the carrying amount of other intangible assets were as follows (dollars in thousands):

	March 31, 2017			March 31, 2016		
	Gross Carrying Amount	Accumulated Amortization	Net	Gross Carrying Amount	Accumulated Amortization	Net
Patents	\$ 2,658	\$ (1,211)	\$ 1,447	\$ 2,377	\$ (1,053)	\$ 1,324
Licenses	58	(58)	—	58	(58)	—
Trade name and trademarks	1,715	—	1,715	1,956	—	1,956
Customer relationships	3,600	(3,054)	546	3,600	(2,512)	1,088
Developed technology	900	(426)	474	900	(265)	635
Non-competition agreements	100	(75)	25	100	(55)	45
Total	\$ 9,031	\$ (4,824)	\$ 4,207	\$ 8,991	\$ (3,943)	\$ 5,048

As of March 31, 2017, the weighted average useful life of intangible assets was 6.0 years. The estimated amortization expense for each of the next five years is shown below (dollars in thousands):

Fiscal 2018	\$ 621
Fiscal 2019	445
Fiscal 2020	359
Fiscal 2021	285
Fiscal 2022	167
Thereafter	615
	\$ 2,492

Amortization expense is set forth in the following table (dollars in thousands):

	Fiscal Year Ended March 31,		
	2017	2016	2015
Amortization included in cost of sales:			
Patents	\$ 158	\$ 139	\$ 132
Total	\$ 158	\$ 139	\$ 132
Amortization included in operating expenses:			
Customer relationships	\$ 542	\$ 891	\$ 1,085
Developed technology	161	156	90
Non-competition agreements	20	20	20
Patents	—	9	—
Total	723	1,076	1,195
Total amortization	\$ 881	\$ 1,215	\$ 1,327

Orion's management periodically reviews the carrying value of patent applications and related costs. When a patent application is probable of being unsuccessful or a patent is no longer in use, Orion writes off the remaining carrying value as a charge to general and administrative expense within its Consolidated Statement of Operations. Such write-offs recorded in fiscal 2017, 2016 and 2015 were \$0, \$78,000 and \$120,000, respectively.

Included in other income in fiscal 2017 are product royalties received from licensing agreements for our patents.

NOTE 9 — OTHER LONG-TERM ASSETS

Other long-term assets include the following (dollars in thousands):

	March 31, 2017	March 31, 2016
Deferred financing costs	\$ —	\$ 92
Security deposits	117	87
Other	53	6
Total	\$ 170	\$ 185

Deferred financing costs related to debt issuances are allocated to interest expense over the life of the debt (1 to 3 years). For the years ended March 31, 2017, 2016 and 2015, the expense was \$110,000, \$114,000 and \$156,000 respectively.

NOTE 10 — ACCRUED EXPENSES AND OTHER

Accrued expenses and other include the following (dollars in thousands):

	March 31, 2017	March 31, 2016
Compensation and benefits	\$ 2,431	\$ 1,794
Sales tax	213	913
Contract costs	223	586
Legal and professional fees (1)	2,262	2,348
Warranty (2)	449	554
Other accruals	410	391
Total	\$ 5,988	\$ 6,586

(1) Includes a \$1,400 loss contingency recorded in fiscal 2016.

(2) See table below for additional long-term warranty liability.

Orion generally offers a limited warranty of one to ten years on its lighting products in addition to those standard warranties offered by major original equipment component manufacturers. The manufacturers' warranties cover lamps and ballasts, which are significant components in Orion's lighting products.

Changes in Orion's warranty accrual (both current and long-term) were as follows (dollars in thousands):

	March 31,	
	2017	2016
Beginning of year (1)	\$ 864	\$ 1,015
Provision to product cost of revenue	(102)	159
Charges	(3)	(310)
End of year (1)	<u>\$ 759</u>	<u>\$ 864</u>

(1) Includes a \$310 reserve related to solar operating system warranties.

NOTE 11 — NET INCOME (LOSS) PER COMMON SHARE

Basic net income (loss) per common share is computed by dividing net income (loss) attributable to common shareholders by the weighted-average number of common shares outstanding for the period and does not consider common stock equivalents.

Diluted net income (loss) per common share reflects the dilution that would occur if warrants and stock options were exercised and restricted shares vested. In the computation of diluted net income (loss) per common share, Orion uses the treasury stock method for outstanding options, warrants and restricted shares. Diluted net loss per common share is the same as basic net loss per common share for the years ended March 31, 2017, March 31, 2016 and March 31, 2015 because the effects of potentially dilutive securities would be anti-dilutive. The effect of net income (loss) per common share is calculated based upon the following shares:

	Fiscal Year Ended March 31,		
	2017	2016	2015
Numerator:			
Net loss (dollars in thousands)	\$ (12,288)	\$ (20,126)	\$ (32,061)
Denominator:			
Weighted-average common shares outstanding	28,156,382	27,627,693	22,353,419
Weighted-average common shares and share equivalents outstanding	<u>28,156,382</u>	<u>27,627,693</u>	<u>22,353,419</u>
Net loss per common share:			
Basic	\$ (0.44)	\$ (0.73)	\$ (1.43)
Diluted	\$ (0.44)	\$ (0.73)	\$ (1.43)

The following table indicates the number of potentially dilutive securities as of the end of each period:

	March 31,		
	2017	2016	2015
Common stock options	1,520,953	2,017,046	2,426,836
Restricted shares	1,704,543	1,053,389	704,688
Total	<u>3,225,496</u>	<u>3,070,435</u>	<u>3,131,524</u>

NOTE 12 — ACQUISITION

On July 1, 2013, Orion acquired all of the equity interests of Harris Manufacturing, Inc. and Harris LED, LLC (collectively, "Harris"). Harris was a Florida-based lighting company which engineered, designed, sourced and manufactured energy-efficient lighting systems, including fluorescent and LED lighting solutions, and day-lighting products.

The acquisition was consummated pursuant to a Stock and Unit Purchase Agreement, dated as of May 22, 2013 ("Purchase Agreement"), by and among Harris, the shareholders and members of Harris ("Harris Shareholders"), and Orion. The acquisition consideration paid to the Harris Shareholders was valued under the Purchase Agreement at an aggregate of \$10,801,000, plus an adjustment of approximately \$200,000 to reflect Orion's acquisition of net working capital in excess of a targeted amount, plus an additional \$612,000 for the contingent consideration earn-out value assigned to non-employee Harris shareholders.

On October 21, 2013, Orion executed a letter agreement amending the Purchase Agreement. The letter agreement established a fixed future consideration of \$1,371,000 for the previously existing earn-out component of the Purchase Agreement

and eliminated the requirement that certain revenue targets must be achieved. Under the letter agreement, on January 2, 2014, Orion issued \$571,000, or 83,943 shares, of Orion's unregistered common stock. The fixed consideration was determined based upon the existing share calculation at a fair value of \$3.80 per common share. On January 2, 2015, Orion would pay \$800,000 in cash to settle all outstanding obligations related to the earn-out component of the Purchase Agreement. In December 2014, Orion amended the letter agreement to defer the January 2, 2015 payment of \$800,000 in cash until February 13, 2015, to settle all outstanding obligations related to the earn-out component of the Purchase Agreement. The final payment was made on February 12, 2015.

The Purchase Agreement contained customary representations and warranties, as well as indemnification obligations, and limitations thereon, by Orion and the Harris Shareholders. On December 31, 2014, Harris was merged with and into Orion.

Orion recorded \$612,000 for the non-employee Harris Shareholder portion of the contingent consideration liability on the acquisition date. During the year ended March 31, 2015, Orion expensed \$147,000 in compensation expense as contingent consideration for employee Harris shareholders.

NOTE 13 — RELATED PARTY TRANSACTIONS

During fiscal 2017, 2016 and 2015, Orion purchased goods and services from an entity in the amount of \$41,000, \$21,000, and \$38,000, respectively, for which a director of Orion serves as a minority owner and serves as president and chairman of the board of directors. In fiscal 2017, Orion purchased services in the amount of \$43,000 from an immediate family member of a named executive officer who is now currently employed by Orion.

NOTE 14 — LONG-TERM DEBT

Long-term debt as of March 31, 2017 and 2016 consisted of the following (dollars in thousands):

	March 31,	
	2017	2016
Revolving credit facility	\$ 6,629	\$ 3,719
Harris seller's note	—	546
Equipment lease obligations	321	345
Customer equipment finance notes payable	7	90
Other long-term debt	14	67
Total long-term debt	6,971	4,767
Less current maturities	(152)	(746)
Long-term debt, less current maturities	\$ 6,819	\$ 4,021

Revolving Credit Agreement

Orion has an amended credit agreement ("Credit Agreement") that provides for a revolving credit facility ("Credit Facility") subject to a borrowing base requirement based on eligible receivables and inventory. As of March 31, 2017 Orion's borrowing base was approximately \$6,832,000. The Credit Facility has a maturity date of February 6, 2019 and includes a \$2,000,000 sublimit for the issuance of letters of credit. As of March 31, 2017, Orion had no outstanding letters of credit. Borrowings outstanding as of March 31, 2017, amounted to approximately \$6,629,000 and are included in non-current liabilities in the accompanying Consolidated Balance Sheet. Orion estimates that as of March 31, 2017, it was eligible to borrow an additional \$203,000 under the Credit Facility based upon current levels of eligible inventory and accounts receivable.

Subject in each case to Orion's applicable borrowing base limitations, the Credit Agreement otherwise provides for a \$15,000,000 Credit Facility. This limit may increase to \$20,000,000 based on a borrowing base requirement, if Orion satisfies certain conditions. Orion did not meet the requirements to increase the borrowing limit to \$20,000,000 as of July 31, 2016, the most recent measurement date.

From and after any increase in the Credit Facility limit from \$15,000,000 to \$20,000,000, the Credit Agreement requires that Orion maintain, as of the end of each month, a minimum ratio for the trailing twelve-month period of (i) earnings before interest, taxes, depreciation and amortization, subject to certain adjustments, to (ii) the sum of cash interest expense, certain principal payments on indebtedness and certain dividends, distributions and stock redemptions, equal to at least 1.10 to 1.00. The Credit Agreement contains additional customary covenants, including certain restrictions on Orion's ability to incur additional indebtedness, consolidate or merge, enter into acquisitions, guarantee obligations of third parties, make loans or advances, declare or pay any dividend or distribution on Orion's stock, redeem or repurchase shares of Orion's stock, or pledge or dispose of assets. Orion was in compliance with its covenants in the Credit Agreement as of March 31, 2017.

Each subsidiary of Orion is a joint and several co-borrower or guarantor under the Credit Agreement, and the Credit Agreement is secured by a security interest in substantially all of Orion's and each subsidiary's personal property (excluding various assets relating to customer OTAs) and a mortgage on certain real property.

Borrowings under the Credit Agreement bear interest at the daily three-month LIBOR plus 3.0% per annum, with a minimum interest charge for each year or portion of a year during the term of the Credit Agreement of \$130,000, regardless of usage. As of March 31, 2017, the interest rate was 4.15%. Orion must pay an unused line fee of 0.25% per annum of the daily average unused amount of the Credit Facility and a letter of credit fee at the rate of 3.0% per annum on the undrawn amount of letters of credit outstanding from time to time under the Credit Facility.

Harris Seller's Note

On July 1, 2013, Orion issued an unsecured and subordinated promissory note in the principal amount of \$3,124,000 to partially fund the acquisition of Harris Manufacturing, Inc. and Harris LED, LLC (collectively, "Harris"). The note is included in the table above as Harris seller's note. The notes interest rate was 4% per annum. Principal and interest were payable quarterly. The note matured in July 2016 and was paid in full upon maturity.

Equipment Lease Obligation

In March 2016 and June 2015, Orion entered into lease agreements with a financing company in the principal amount of \$19,000 and \$377,000, respectively, to fund certain equipment. The leases are secured by the related equipment. The leases bear interest at a rate of 5.94% and 3.6% and mature in February 2018 and June 2020. Both leases contain a one dollar buyout option.

Customer Equipment Finance Notes Payable

In December 2014, Orion entered into a secured borrowing agreement with a financing company in the principal amount of \$446,000 to fund completed customer contracts under its OTA finance program that were previously funded under the OTA credit agreement. The loan amount is secured by the OTA-related equipment and the expected future monthly payments under the supporting 25 individual OTA customer contracts. The borrowing agreement bears interest at a rate of 8.36% and matures in April 2018.

In June 2011, Orion entered into a note agreement with a financial institution that provided Orion with \$2,831,000 to fund completed customer contracts under Orion's OTA finance program. This note is included in the table above as customer equipment finance notes payable in the prior year. The note is collateralized by the OTA-related equipment and the expected future monthly payments under the supporting 40 individual OTA contracts. The note bears interest at 7.85%. The note matured in April 2016 and was paid in full upon maturity.

Other Long-Term Debt

In September 2010, Orion entered into a note agreement with the Wisconsin Department of Commerce that provided Orion with \$260,000 to fund Orion's rooftop solar project at its Manitowoc manufacturing facility. This note is included in the table above as other long-term debt. The note is collateralized by the related solar equipment. The note allowed for two years without interest accruing or principal payments due. Beginning in July 2012, the note bears interest at 2% and require monthly payments of \$4,600. The note matures in June 2017. The note agreement requires Orion to maintain a certain number of jobs at its Manitowoc facilities during the note's duration. Orion was in compliance with all covenants in the note agreement as of March 31, 2017.

Aggregate Maturities

As of March 31, 2017, aggregate maturities of long-term debt were as follows (dollars in thousands):

Fiscal 2018	\$	152
Fiscal 2019		6,707
Fiscal 2020		83
Fiscal 2021		29
Fiscal 2022		—
Thereafter		—
	\$	6,971

NOTE 15 — INCOME TAXES

The total provision (benefit) for income taxes consists of the following for the fiscal years ending (dollars in thousands):

	Fiscal Year Ended March 31,		
	2017	2016	2015
Current	\$ (261)	\$ 36	\$ 49
Deferred	—	—	—
	<u>\$ (261)</u>	<u>\$ 36</u>	<u>\$ 49</u>
	2017	2016	2015
Federal	\$ (283)	\$ 15	\$ —
State	22	21	49
	<u>\$ (261)</u>	<u>\$ 36</u>	<u>\$ 49</u>

A reconciliation of the statutory federal income tax rate and effective income tax rate is as follows:

	Fiscal Year Ended March 31,		
	2017	2016	2015
Statutory federal tax rate	34.0 %	34.0 %	34.0 %
State taxes, net	3.5 %	2.8 %	3.6 %
Federal tax credit	— %	— %	0.2 %
State tax credit	— %	— %	0.1 %
Change in valuation reserve	(37.6)%	(29.1)%	(37.0)%
Permanent items	(0.5)%	(7.5)%	(0.1)%
Change in tax contingency reserve	1.0 %	(0.1)%	— %
Federal Refunds	1.4 %	— %	— %
Other, net	0.3 %	(0.3)%	(1.0)%
Effective income tax rate	<u>2.1 %</u>	<u>(0.2)%</u>	<u>(0.2)%</u>

The net deferred tax assets and liabilities reported in the accompanying consolidated financial statements include the following components (dollars in thousands):

	March 31,	
	2017	2016
Inventory, accruals and reserves	\$ 4,016	\$ 3,686
Other	54	187
Deferred revenue	(141)	73
Valuation allowance	(3,929)	(3,946)
Total net current deferred tax assets and liabilities	<u>\$ —</u>	<u>\$ —</u>
Federal and state operating loss carry-forwards	23,927	19,727
Tax credit carry-forwards	1,403	1,475
Non-qualified stock options	3,265	3,125
Deferred revenue	(51)	(31)
Fixed assets	(1,360)	(1,493)
Intangible assets	(1,034)	(1,297)
Valuation allowance	(26,150)	(21,506)
Total net long-term deferred tax assets and liabilities	<u>\$ —</u>	<u>\$ —</u>
Total net deferred tax assets	<u>\$ —</u>	<u>\$ —</u>

Orion is eligible for tax benefits associated with the excess of the tax deduction available for exercises of non-qualified stock options, or NQSOs, over the amount recorded at grant. The amount of the benefit is based upon the ultimate deduction reflected

in the applicable income tax return. Benefits of \$0 were recorded in fiscal 2017, fiscal 2016 and fiscal 2015, as a reduction in taxes payable and a credit to additional paid in capital based on the amount that was utilized in the current year.

As of March 31, 2017, Orion has federal net operating loss carryforwards of approximately \$65,746,000, of which \$2,977,000 are associated with the exercise of NQSOs that have not yet been recognized by Orion in its financial statements. Orion also has state net operating loss carry-forwards of approximately \$56,231,000, of which \$3,324,000 are associated with the exercise of NQSOs. Orion also has federal tax credit carry-forwards of approximately \$1,403,000 and state tax credits of \$724,000. Orion's net operating loss and tax credit carry-forwards will begin to expire in varying amounts between 2030 and 2037. For the fiscal year ended March 31, 2017, Orion has recorded a valuation allowance of \$30,078,000, equaling the net deferred tax asset due to the uncertainty of its realization value in the future. For the fiscal years ended March 31, 2017 and March 31, 2016, the valuation allowance against Orion's net federal and net state deferred tax assets increased \$4,627,000 and \$5,740,000, respectively. Orion considers future taxable income and ongoing prudent and feasible tax planning strategies in assessing the need for the valuation allowance. In the event that Orion determines that the deferred tax assets are able to be realized, an adjustment to the deferred tax asset would increase income in the period such determination is made.

Generally, a change of more than 50% in the ownership of Orion's stock, by value, over a three year period constitutes an ownership change for federal income tax purposes as defined under Section 382 of the Internal Revenue Code. As a result, Orion's ability to use its net operating loss carry-forwards, attributable to the period prior to such ownership change, to offset taxable income can be subject to limitations in a particular year, which could potentially result in increased future tax liability for Orion. There was no limitation of net operating loss carry-forwards that occurred for fiscal 2017, fiscal 2016, or fiscal 2015.

Orion records its tax provision based on the respective tax rules and regulations for the jurisdictions in which it operates. Where Orion believes that a tax position is supportable for income tax purposes, the item is included in their income tax returns. Where treatment of a position is uncertain, a liability is recorded based upon the expected most likely outcome taking into consideration the technical merits of the position based on specific tax regulations and facts of each matter. These liabilities may be affected by changing interpretations of laws, rulings by tax authorities, or the expiration of the statute of limitations.

Orion files income tax returns in the United States federal jurisdiction and in several state jurisdictions. The Company's federal tax returns for tax years beginning April 1, 2013 or later are open. For states in which Orion files state income tax returns, the statute of limitations is generally open for tax years ended March 31, 2013 and forward.

State income tax returns are generally subject to examination for a period of 3 to 5 years after filing of the respective return. The state effect of any federal changes remains subject to examination by various states for a period of up to two years after formal notification to the states. Orion currently has no state income tax return positions in the process of examination, administrative appeals or litigation.

Orion has settled with the Wisconsin Department of Revenue with respect to an assessment regarding the proper classification of our products for tax purposes under Wisconsin law. The issue under review is whether the installation of our lighting systems is considered a real property construction activity under Wisconsin law. We have resolved this matter with the Wisconsin Department of Revenue in fiscal 2017 for the amount of \$460,000.

Uncertain tax positions

As of March 31, 2017, the balance of gross unrecognized tax benefits was approximately \$113,000, all of which would reduce Orion's effective tax rate if recognized.

Orion has classified the amounts recorded for uncertain tax benefits in the balance sheet as other liabilities (non-current) to the extent that payment is not anticipated within one year. Orion recognizes penalties and interest related to uncertain tax liabilities in income tax expense. Penalties and interest are included in the unrecognized tax benefits. Orion had the following unrecognized tax benefit activity (dollars in thousands):

	Fiscal Year Ended March 31,					
	2017		2016		2015	
Unrecognized tax benefits as of beginning of fiscal year	\$	227	\$	212	\$	210
Additions based on tax positions related to the current period positions		2		15		2
Reduction for tax positions of prior years	\$	(116)	\$	—	\$	—
Unrecognized tax benefits as of end of fiscal year	\$	113	\$	227	\$	212

NOTE 16 — COMMITMENTS AND CONTINGENCIES

Operating Leases

Orion leases office space and equipment under operating leases expiring at various dates through 2020. Rent expense under operating leases was \$854,000, \$502,000 and \$398,000 for fiscal 2017, 2016 and 2015, respectively. Total annual commitments under non-cancelable operating leases with terms in excess of one year at March 31, 2017 are as follows (dollars in thousand):

Fiscal 2018	\$	654
Fiscal 2019		473
Fiscal 2020		114
	\$	<u>1,241</u>

On March 1, 2016, Orion entered into a lease agreement as a lessor for excess office space at its corporate headquarters in Manitowoc, Wisconsin. The initial term of the lease is 24 months and the tenant has the option to extend the term for up to three additional twelve month periods. The monthly rental payment Orion receives is \$21,000 and is included in general and administrative expenses.

On March 31, 2016, Orion entered into a purchase and sale agreement ("Agreement") with third party to sell and leaseback Orion's manufacturing and distribution facility for gross cash proceeds of \$2,600,000. The transaction closed on June 30, 2016. Pursuant to the Agreement, a lease was entered into on June 30, 2016, in which Orion is leasing approximately 197,000 square feet of the building for not less than three years, with rent at \$2.00 per square foot per annum. Orion's monthly payment under this lease is approximately \$38,000. The lease contains options by either party to reduce the amount of leased space after March 1, 2017.

Purchase Commitments

Orion enters into non-cancellable purchase commitments for certain inventory items in order to secure better pricing and ensure materials on hand and capital expenditures. As of March 31, 2017, Orion had entered into \$4,218,000 of purchase commitments related to fiscal 2018 for inventory purchases.

Retirement Savings Plan

Orion sponsors a tax deferred retirement savings plan that permits eligible employees to contribute varying percentages of their compensation up to the limit allowed by the Internal Revenue Service. This plan also provides for discretionary contributions by Orion. In fiscal 2017, 2016 and 2015, Orion made matching contributions of approximately \$9,000, \$10,000 and \$23,000, respectively.

Litigation

Orion is subject to various claims and legal proceedings arising in the ordinary course of business. As of the date of this report, Orion is unable to currently assess whether the final resolution of any of such claims or legal proceedings may have a material adverse effect on our future results of operations. In addition to ordinary-course litigation, Orion is a party to the proceedings described below.

On March 27, 2014, Orion was named as a defendant in a civil lawsuit filed by Neal R. Verfuert, a Former Chief Executive Officer who was terminated for cause in November 2012, in the United States District Court for the Eastern District of Wisconsin (Green Bay Division). The plaintiff alleged, among other things, that Orion breached certain agreements entered into with the plaintiff, including the plaintiff's employment agreement, and violated certain laws. The complaint sought, among other relief, unspecified pecuniary and compensatory damages, fees and such other relief as the court may deem just and proper. On November 4, 2014, the court granted Orion's motion to dismiss six of the plaintiff's claims. On January 9, 2015, the plaintiff filed an amended complaint re-alleging claims that were dismissed by the court, including, among other things, a retaliation claim and certain claims with respect to prior management agreements and certain intellectual property rights. On January 22, 2015, Orion filed a motion to dismiss and a motion to strike certain of the claims made in the amended complaint. On May 18, 2015, the court dismissed the intellectual property claims re-alleged in the January 9, 2015 amended complaint. At the court's direction, the parties attempted to mediate the matter in May 2016, but were unsuccessful in resolving the matter.

On August 25, 2016, the Chief Judge of the United States District Court for the Eastern District of Wisconsin (Green Bay Division) dismissed all claims against Orion brought by the plaintiff, including his claims that Orion had allegedly breached the plaintiff's employment agreement and had allegedly violated the plaintiff's whistleblower rights. On September 22, 2016, the plaintiff filed an appeal to the United States Court of Appeals challenging the judgment rendered on August 25, 2016. After the court-mandated mediation was unsuccessful, the plaintiff moved forward with his appeal focusing only on the District Court's dismissal of his whistleblower claims.

Orion intends to continue to defend against the claims vigorously. Orion believes it has substantial legal and factual defenses to the claims and allegations remaining in the case and that Orion will prevail in this proceeding. Based upon the current status of the lawsuit, Orion does not believe that it is reasonably possible that the lawsuit will have a material adverse impact on its future continuing results of operations.

State Tax Assessment

Orion negotiated a settlement with the Wisconsin Department of Revenue with respect to an assessment regarding the proper classification of its products for tax purposes under Wisconsin law. Orion resolved this matter with the Wisconsin Department of Revenue in June 2016 for \$460,000.

NOTE 17 — SHAREHOLDERS' EQUITY

Common Stock Transactions

On February 20, 2015, Orion completed an underwritten public offering of 5,462,500 shares of its common stock, at an offering price to public of \$3.50 per share. Net proceeds of the offering approximated \$17,465,000.

Share Repurchase Program and Treasury Stock

In October 2011, Orion's Board of Directors approved a share repurchase program authorizing Orion to repurchase in aggregate up to a maximum of \$1,000,000 of Orion's outstanding common stock. In November 2011, Orion's Board of Directors approved an increase to the share repurchase program authorizing Orion to repurchase in aggregate up to a maximum of \$2,500,000 of Orion's outstanding common stock. In April 2012, Orion's Board approved another increase to the share repurchase program authorizing Orion to repurchase in aggregate up to a maximum of \$7,500,000 of Orion's outstanding common stock. As of March 31, 2017, Orion had repurchased 3,022,349 shares of common stock at a cost of \$6,791,000 under the program. Orion did not repurchase any shares in fiscal 2017, fiscal 2016 or fiscal 2015 and does not intend to repurchase any additional common stock under this program in the near-term.

Shareholder Rights Plan

On January 7, 2009, Orion's Board of Directors adopted a shareholder rights plan and declared a dividend distribution of one common share purchase right (Right) for each outstanding share of Orion's common stock. The issuance date for the distribution of the Rights was February 15, 2009 to shareholders of record on February 1, 2009. Each Right entitles the registered holder to purchase from Orion one share of Orion's common stock at a price of \$30.00 per share, subject to adjustment (Purchase Price).

The Rights will not be exercisable (and will be transferable only with Orion's common stock) until a "Distribution Date" occurs (or the Rights are earlier redeemed or expire). A Distribution Date generally will occur on the earlier of a public announcement that a person or group of affiliated or associated persons (Acquiring Person) has acquired beneficial ownership of 20% or more of Orion's outstanding common stock (Shares Acquisition Date) or 10 business days after the commencement of, or the announcement of an intention to make, a tender offer or exchange offer that would result in any such person or group of persons acquiring such beneficial ownership.

If a person becomes an Acquiring Person, holders of Rights (except as otherwise provided in the shareholder rights plan) will have the right to receive that number of shares of Orion's common stock having a market value of two times the then-current Purchase Price, and all Rights beneficially owned by an Acquiring Person, or by certain related parties or transferees, will be null and void. If, after a Shares Acquisition Date, Orion is acquired in a merger or other business combination transaction or 50% or more of its consolidated assets or earning power are sold, proper provision will be made so that each holder of a Right (except as otherwise provided in the shareholder rights plan) will thereafter have the right to receive that number of shares of the acquiring company's common stock which at the time of such transaction will have a market value of two times the then-current Purchase Price.

Until a Right is exercised, the holder thereof, as such, will have no rights as a shareholder of Orion. At any time prior to a person becoming an Acquiring Person, the Board of Directors of Orion may redeem the Rights in whole, but not in part, at a price of \$0.001 per Right. Unless they are extended or earlier redeemed or exchanged, the Rights will expire on January 7, 2019.

Employee Stock Purchase Plan

In August 2010, Orion's Board of Directors approved a non-compensatory employee stock purchase plan, or ESPP. The ESPP authorizes 2,500,000 shares to be issued from treasury or authorized shares to satisfy employee share purchases under the ESPP. All full-time employees of Orion are eligible to be granted a non-transferable purchase right each calendar quarter to purchase directly from Orion up to \$20,000 of Orion's common stock at a purchase price equal to 100% of the closing sale price of Orion's common stock on The NASDAQ Capital Market on the last trading day of each quarter. The ESPP allows for employee loans from Orion, except for Section 16 officers, limited to 20% of an individual's annual income and no more than \$250,000 outstanding at any one time. Interest on the loans is charged at the 10-year loan IRS rate and is payable at the end of each calendar year or upon

loan maturity. The loans are secured by a pledge of any and all Orion's shares purchased by the participant under the ESPP and Orion has full recourse against the employee, including offset against compensation payable. As of March 31, 2013, Orion had halted the loan program. Orion had the following shares issued from treasury during fiscal 2017 and fiscal 2016:

	As of March 31, 2017				
	Shares Issued Under ESPP Plan	Closing Market Price	Shares Issued Under Loan Program	Dollar Value of Loans Issued	Repayment of Loans
Quarter Ended March 31, 2017	1,034	\$1.98	—	\$ —	\$ —
Quarter Ended December 31, 2016	840	\$2.17	—	—	—
Quarter Ended September 30, 2016	1,511	\$1.33	—	—	—
Quarter Ended June 30, 2016	1,771	\$1.16	—	—	—
Total	5,156	\$1.16 - 2.17	—	\$ —	\$ —

	As of March 31, 2016				
	Shares Issued Under ESPP Plan	Closing Market Price	Shares Issued Under Loan Program	Dollar Value of Loans Issued	Repayment of Loans
Quarter Ended March 31, 2016	1,435	\$1.39	—	\$ —	\$ —
Quarter Ended December 31, 2015	1,170	\$2.17	—	—	—
Quarter Ended September 30, 2015	779	\$1.80	—	—	—
Quarter Ended June 30, 2015	541	\$2.51	—	—	—
Total	3,925	\$1.39 - 2.51	—	\$ —	\$ —

In prior years, Orion issued loans to non-executive employees to purchase shares of its stock. As of March 31, 2017 and March 31, 2016, \$4,000 of such loans remained outstanding and are reflected on Orion's balance sheet as a contra-equity account. No new loans were issued during the periods presented as the loan program was discontinued.

NOTE 18 — STOCK OPTIONS, RESTRICTED SHARES AND WARRANTS

At Orion's 2016 Annual Meeting of Shareholders held on August 3, 2016, Orion's shareholders approved the Orion Energy Systems, Inc. 2016 Omnibus Incentive Plan (the "Plan"). The Plan authorizes grants of equity-based and incentive cash awards to eligible participants designated by the Plan's administrator. Awards under the Plan may consist of stock options, stock appreciation rights, performance shares, performance units, shares of Orion's common stock ("Common Stock"), restricted stock, restricted stock units, incentive awards or dividend equivalent units. An aggregate of 1,750,000 shares of Common Stock are reserved for issuance under the Plan.

Prior to shareholder approval of the Plan, the Company maintained its 2004 Stock and Incentive Awards Plan, as amended, which authorized the grant of cash and equity awards to employees (the "Former Plan"). No new awards will be granted under the Former Plan, however, all awards granted under the Former Plan that were outstanding as of August 3, 2016 will continue to be governed by the Former Plan. Forfeited awards originally issued under the Former Plan are canceled and are not available for subsequent issuance under the 2016 Omnibus Plan.

Certain non-employee directors have elected to receive stock awards in lieu of cash compensation pursuant to elections made under Orion's non-employee director compensation program. The Plan and the Former Plan also permit accelerated vesting in the event of certain changes of control of Orion as well as under other special circumstances.

Orion historically granted stock options and restricted stock under the Former Plan. Orion has not issued stock options since fiscal 2014 and instead has issued restricted stock.

Orion accounts for stock-based compensation in accordance with ASC 718, Compensation - Stock Compensation. Under the fair value recognition provisions of ASC 718, stock-based compensation is measured at the grant date based on the fair value of the award and is recognized as expense ratably over the requisite service period, net of estimated forfeitures.

In fiscal 2017, an aggregate of 1,132,392 restricted shares were granted valued at a price per share between \$1.35 and \$2.22, which was the closing market price as of each grant date. In fiscal 2016, an aggregate of 795,805 restricted shares were granted valued at a price per share between \$1.34 and \$2.62, which was the closing market price as of each grant date. In fiscal 2015, an aggregate of 410,496 restricted shares were granted valued at a price per share between \$4.16 and \$7.23, which was the closing market price as of each grant date.

In fiscal 2017, Orion granted an aggregate of 53,501 shares from the 2004 Stock and Incentive Awards Plan and the 2016 Omnibus Incentive Plan to certain non-employee directors who elected to receive stock awards in lieu of cash compensation. The shares were valued ranging from \$1.38 to \$1.85 per share, the closing market price as of the issuance dates. In fiscal 2016, Orion granted 35,290 shares from the 2004 Stock and Incentive Awards Plan to certain non-employee directors who elected to receive stock awards in lieu of cash compensation. The shares were valued ranging from \$1.20 to \$2.62 per share, the closing market price as of the issuance dates. Additionally, during fiscal 2016, Orion issued 2,500 shares to a consultant as part of a consulting compensation agreement. The shares were valued at \$2.00 per share, the closing market price as of the issuance date. In fiscal 2015, Orion granted 27,931 shares from the 2004 Stock and Incentive Awards Plan to certain non-employee directors who elected to receive stock awards in lieu of cash compensation. The shares were valued ranging from \$4.20 to \$5.23 per share, the closing market price as of the issuance dates.

On June 7, 2016, Orion issued and sold 57,065 shares of its common stock to an executive. On August 5, 2016, Orion sold an aggregate of 63,381 shares of its common stock, in equal amounts, to three recently retired members of Orion's board of directors. In each case above, the purchase price for the shares was calculated based on the closing price of Orion's common stock on the NASDAQ Capital Market of the date of the issuance. The shares of common stock were offered and sold pursuant to an exemption from the registration requirements of the Securities Act of 1933, as amended, pursuant to Section 4(2) and Rule 701.

The following amounts of stock-based compensation were recorded (dollars in thousands):

	Fiscal Year Ended March 31,		
	2017	2016	2015
Cost of product revenue	\$ 30	\$ 36	\$ 50
General and administrative	1,337	1,148	1,056
Sales and marketing	139	235	360
Research and development	99	43	33
	<u>\$ 1,605</u>	<u>\$ 1,462</u>	<u>\$ 1,499</u>

The number of shares available for grant under the plans were as follows:

Available at March 31, 2014	1,291,996
Granted stock options	—
Granted shares	(27,931)
Restricted Shares	(410,496)
Forfeited restricted shares	74,957
Forfeited stock options	150,074
Available at March 31, 2015	1,078,600
Granted stock options	—
Granted shares	(64,960)
Restricted Shares	(795,805)
Forfeited restricted shares	206,471
Forfeited stock options	363,380
Available at March 31, 2016	787,686
Shares reserved under new plan	1,750,000
Shares canceled from old plan	(168,289)
Granted stock options	—
Granted shares	(58,484)
Restricted shares	(1,132,392)
Forfeited restricted shares	52,500
Forfeited stock options	67,200
Available at March 31, 2017	1,298,221

The following table summarizes information with respect to outstanding stock options:

	Number of Shares	Weighted Average Exercise Price	Weighted Average Fair Value of Options Granted	Aggregate Intrinsic Value
Outstanding at March 31, 2014	2,716,317	\$ 3.43	1.32	
Granted	—	\$ —		
Exercised	(139,407)	\$ 2.46		
Forfeited	(150,074)	\$ 3.13		
Outstanding at March 31, 2015	2,426,836	\$ 3.50	—	
Granted	—	\$ —		
Exercised	(46,410)	\$ 2.09		
Forfeited	(363,380)	\$ 4.68		
Outstanding at March 31, 2016	2,017,046	\$ 3.32	—	
Granted	—	\$ —		
Exercised	(80,000)	\$ 2.20		
Forfeited	(416,093)	\$ 3.41		
Outstanding at March 31, 2017	1,520,953	\$ 3.36	—	\$ 53,760
Exercisable at March 31, 2017	1,405,653			\$ 49,536

The aggregate intrinsic value represents the total pre-tax intrinsic value, which is calculated as the difference between the exercise price of the underlying stock options and the fair value of Orion's closing common stock price of \$1.98 as of March 31, 2017.

The following table summarizes the range of exercise prices on outstanding stock options at March 31, 2017:

	March 31, 2017				
	Outstanding	Weighted Average Remaining Contractual Life (Years)	Weighted Average Exercise Price	Vested	Weighted Average Exercise Price
\$1.62 - 2.20	460,584	5.33	\$1.90	406,484	\$1.89
\$2.41 - 2.75	212,640	5.99	2.45	209,440	2.44
\$2.86 - 4.28	650,674	2.97	3.39	592,674	3.43
\$4.49 - 4.76	25,000	1.44	4.64	25,000	4.64
\$5.35 - 5.44	75,204	2.01	5.39	75,204	5.39
\$9.00	27,000	0.87	9.00	27,000	9.00
\$10.14 - 11.61	69,851	0.98	10.56	69,851	10.56
	<u>1,520,953</u>	3.90	\$3.36	<u>1,405,653</u>	\$3.42

During fiscal 2017, Orion granted restricted shares as follows (which are included in the above stock plan activity tables):

Balance at March 31, 2016	1,053,389
Shares issued	1,132,392
Shares vested	(375,738)
Shares forfeited	(105,500)
Shares outstanding at March 31, 2017	<u>1,704,543</u>
Per share price on grant date	\$1.35-6.80
Compensation expense	\$ 1,680,362

As of March 31, 2017, the weighted average grant-date fair value of restricted shares granted was \$1.43.

Unrecognized compensation cost related to non-vested common stock-based compensation as of March 31, 2017 is as follows (dollars in thousands):

Fiscal 2018	\$	1,189
Fiscal 2019		673
Fiscal 2020		186
Fiscal 2021		46
Fiscal 2022		—
Thereafter		—
	\$	<u>2,094</u>
Remaining weighted average expected term		2.2 years

Orion previously issued warrants in connection with various stock offerings and services rendered. The warrants granted the holder the option to purchase common stock at specified prices for a specified period of time. No warrants were issued in fiscal 2017, 2016 or 2015. During fiscal 2015, all warrants outstanding for a total of 38,980 shares were exercised at \$2.25 per share, and as a result, none remain outstanding.

NOTE 19 — SEGMENT DATA

Orion has the following business segments: Orion U.S. Markets Division ("USM"), Orion Engineered Services Division ("OES") and Orion Distribution Services Division ("ODS"). The accounting policies are the same for each business segment as they are on a consolidated basis. Business segment assets consist of all balance sheet assets except for cash and other long term assets which are grouped in Corporate and Other.

Orion U.S. Markets Division

Our USM segment sells commercial lighting systems and energy management systems to the wholesale contractor markets. USM customers include ESCOs and electrical contractors. During fiscal 2017, a significant portion of the historic sales of this division migrated to distribution channel sales as a result of the implementation of our distribution sales strategy. The migrated sales are included in Orion's ODS Division. We expect this migration to continue during fiscal 2018.

Orion Engineered Systems Division

The OES segment develops and sells lighting products and provides construction and engineering services for Orion's commercial lighting and energy management systems. OES provides turnkey solutions for large national accounts, governments, municipalities and schools.

Orion Distribution Services Division

The ODS segment focuses on selling lighting products through manufacturer representative agencies and a network of broadline North American distributors. This segment expanded in fiscal 2017 as a result of the expansion of sales through distributors as a result of the implementation of Orion's distribution sales strategy. This expansion included the migration of customers from direct sales previously included in Orion's USM division.

Corporate and Other

Corporate and Other is comprised of operating expenses not directly allocated to Orion's segments and adjustments to reconcile to consolidated results.

(dollars in thousands)	Revenues			Operating (Loss) Profit		
	For the year ended March 31,			For the year ended March 31,		
	2017	2016	2015	2017	2016	2015
Segments:						
U.S. Markets	\$ 17,852	\$ 38,841	\$ 37,778	\$ (1,357)	\$ (4,958)	\$ (12,542)
Engineered Systems	29,501	26,325	33,454	(3,647)	(6,982)	(12,431)
Distribution Services	22,858	2,476	978	(927)	(632)	(455)
Corporate and Other	—	—	—	(6,596)	(7,349)	(6,508)
	<u>\$ 70,211</u>	<u>\$ 67,642</u>	<u>\$ 72,210</u>	<u>\$ (12,527)</u>	<u>\$ (19,921)</u>	<u>\$ (31,936)</u>

	Depreciation and Amortization			Capital Expenditures		
	For the year ended March 31,			For the year ended March 31,		
	2017	2016	2015	2017	2016	2015
Segments:						
U.S. Markets	\$ 359	\$ 1,168	\$ 1,711	\$ 150	\$ 72	\$ 626
Engineered Systems	1,249	1,987	1,404	224	43	495
Distribution Services	148	71	32	184	10	40
Corporate and Other	576	939	1,036	102	276	845
	<u>\$ 2,332</u>	<u>\$ 4,165</u>	<u>\$ 4,183</u>	<u>\$ 660</u>	<u>\$ 401</u>	<u>\$ 2,006</u>

Segments:	Total Assets		Deferred Revenue	
	March 31, 2017	March 31, 2016	March 31, 2017	March 31, 2016
U.S. Markets	\$ 6,698	\$ 18,503	\$ 141	\$ 167
Engineered Systems	18,111	21,885	1,424	1,098
Distribution Services	9,702	1,386	—	—
Corporate and Other	27,540	29,101	—	—
	<u>\$ 62,051</u>	<u>\$ 70,875</u>	<u>\$ 1,565</u>	<u>\$ 1,265</u>

Orion's revenue outside the United States is insignificant and Orion has no long-lived assets outside the United States.

NOTE 20 — SUBSEQUENT EVENTS

Subsequent events are events or transactions that occur after the balance sheet date but before financial statements are issued. Recognized subsequent events are events or transactions that provide additional evidence about conditions that existed at the date of the balance sheet, including the estimates inherent in the process of preparing financial statements. Non-recognized subsequent events are events that provide evidence about conditions that did not exist at the date of the balance sheet but arose after that date. Management has reviewed events occurring through the date the financial statements were issued and noted the following event requiring disclosure.

On May 25, 2017, Orion's Board of Directors restructured its management team. As part of this restructuring, Orion's Chief Executive Officer left the Company and its current Board Chair assumed the role of Chief Executive Officer. Orion estimates that the accrual needed for severance and other related costs for the departing CEO and other cost reduction initiatives because of the management change to be approximately \$1,500,000 to \$2,000,000. These costs are expected to be principally incurred in the first quarter of fiscal 2018.

NOTE 21 — QUARTERLY FINANCIAL DATA (UNAUDITED)

Summary quarterly results for the years ended March 31, 2017 and March 31, 2016 are as follows:

	Three Months Ended				
	Mar 31, 2017	Dec 31, 2016	Sep 30, 2016	Jun 30, 2016	Total
	(in thousands, except per share amounts)				
Total revenue	\$ 15,290	\$ 20,617	\$ 18,670	\$ 15,634	\$ 70,211
Gross profit	\$ 912	\$ 6,155	\$ 6,244	\$ 4,026	\$ 17,337
Net loss (1)	\$ (7,292)	\$ (1,086)	\$ (970)	\$ (2,940)	\$ (12,288)
Basic net loss per share	\$ (0.26)	\$ (0.04)	\$ (0.03)	\$ (0.11)	\$ (0.44)
Shares used in basic per share calculation	28,310	28,259	28,172	27,886	28,156
Diluted net loss per share	\$ (0.26)	\$ (0.04)	\$ (0.03)	\$ (0.11)	\$ (0.44)
Shares used in diluted per share calculation	28,310	28,259	28,172	27,886	28,156

	Three Months Ended				
	Mar 31, 2016	Dec 31, 2015	Sep 30, 2015	Jun 30, 2015	Total
	(in thousands, except per share amounts)				
Total revenue	\$ 18,576	\$ 16,751	\$ 15,728	\$ 16,587	\$ 67,642
Gross profit	\$ 4,619	\$ 4,708	\$ 2,913	\$ 3,757	\$ 15,997
Net loss (2)	\$ (10,871)	\$ (2,004)	\$ (3,600)	\$ (3,651)	\$ (20,126)
Basic net loss per share	\$ (0.39)	\$ (0.07)	\$ (0.13)	\$ (0.13)	\$ (0.73)
Shares used in basic per share calculation	27,759	27,672	27,598	27,482	27,628
Diluted net loss per share	\$ (0.39)	\$ (0.07)	\$ (0.13)	\$ (0.13)	\$ (0.73)
Shares used in diluted per share calculation	27,759	27,672	27,598	27,482	27,628

(1) Includes intangible impairment of \$250 and \$2,209 related to inventory reserve and other inventory adjustments.

(2) Includes \$4,409 related to the impairment of goodwill, and \$1,614 related to the write-down to fair value of the manufacturing facility, and \$1,400 reserve for a loss contingency.

The four quarters for net earnings per share may not add to the total year because of differences in the weighted average number of shares outstanding during the quarters and the year.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

Our management is responsible for establishing and maintaining adequate internal control over financial reporting as such term is defined in Rule 13a-15(f) of the Exchange Act. We maintain disclosure controls and procedures that are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms, and that such information is accumulated and communicated to our management, including our principal executive and principal financial officers, as appropriate, to allow timely decisions regarding required disclosure.

Our management evaluated, with the participation of our Chief Executive Officer and our Chief Financial Officer, the effectiveness of our disclosure controls and procedures and our internal control over financial reporting as of March 31, 2017, pursuant to Exchange Act Rule 13a-15(b) and 15d-15. Based on that evaluation, our Chief Executive Officer and our Chief Financial Officer have identified a material weakness in internal controls over financial reporting described below in Management's Report on Internal Control and have, therefore, concluded that our disclosure controls and procedures were not effective as of March 31, 2017.

Notwithstanding the identified material weakness, management, including our Chief Executive Officer and Chief Financial Officer, believes the consolidated financial statements included in this Annual Report on Form 10-K fairly represent in all material respects our financial condition, results of operations and cash flows at and for the periods presented in accordance with U.S. GAAP.

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting (as defined in Rules 13a-15(f) and 15d-15(f) under the Exchange Act). Internal control over financial reporting is a process designed by, or under the supervision of, the Chief Executive Officer and Chief Financial Officer, or persons performing similar functions, and effected by the board of directors, management and other personnel, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with GAAP and includes those policies and procedures that:

- i. pertain to the maintenance of records that in reasonable detail accurately and fairly reflect the transactions and dispositions of our assets;
- ii. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with GAAP, and that our receipts and expenditures are being made only in accordance with authorizations of our management and directors; and
- iii. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of our assets that could have a material effect on our financial statements.

Because of inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, our management has assessed the effectiveness of our internal control over financial reporting based on the criteria set forth in the Internal Control - Integrated Framework (2013) issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO).

BDO USA, LLP, independent registered public accounting firm, has issued an attestation report on our internal control over financial reporting as of March 31, 2017. Their report is in Item 8 under the heading "Reports of Independent Registered Public Accounting Firm" of this Annual Report on Form 10-K.

In connection with the assessment of our internal control over financial reporting as of March 31, 2017, management identified the following material weaknesses that existed as of March 31, 2017:

- **Information & Communication.** We determined that our controls pertaining to information and communication did not operate effectively, resulting in a material weakness pertaining to these COSO components. Specifically, we did not have sufficient communication of the status and evolution of a project to ensure timely and accurate recognition of

project costs. In addition, we did not have sufficient communication and resolution of matters identified through management's review impacting the accounting close as noted in the Control Activities discussion below.

- **Control Activities - Accounting Close.** The operating effectiveness of our controls were inadequate to ensure that project costs were identified and recorded to expense in a timely manner. In addition, matters identified through management review controls were not brought to a timely resolution.

A material weakness is a control deficiency or a combination of control deficiencies that results in more than a remote likelihood that a material misstatement of the annual or interim financial statements will not be prevented or detected.

Because of the material weaknesses described above, management concluded that we did not maintain effective internal control over financial reporting as of March 31, 2017, based on the criteria in Internal Control - Integrated Framework (2013) issued by COSO.

Plans for Remediation of March 31, 2017 Material Weaknesses

Our Board, the Audit & Finance Committee and management have identified additional resources to assist in the remediation effort and are developing and implementing new processes, procedures and internal controls to remediate the material weakness that existed in our internal control over financial reporting as it related to project cost accounting and the accounting close, and our disclosure controls and procedures, as of March 31, 2017.

We have developed a remediation plan (the "Remediation Plan") to address the material weakness for the affected areas presented above. The Remediation Plan ensures that each area affected by a material control weakness is put through a comprehensive remediation process. The Remediation Plan entails a thorough analysis which includes the following phases:

- Ensure a thorough understanding of the "as is" state, process owners, and procedural or technological gaps causing the deficiency;
- Design and evaluate a remediation action for the review and analysis of project costs; validate or improve the related policy and procedures; evaluate skills of the process owners with regard to the policy and adjust as required;
- Implement specific remediation actions: train process owners, allow time for process adoption and adequate transaction volume for next steps;
- Test and measure the design and effectiveness of the remediation actions; test and provide feedback on the design and operating effectiveness of the controls, and;
- Review and acceptance of completion of the remediation effort by executive management and the Audit & Finance Committee.

The following are steps we have taken or are in the process of taking toward the remediation plan:

- Developed a regular method for the evaluation of actual project costs incurred against budgeted costs and for the communication of such costs and project status.
- Revisited the method in which projects are reviewed and evaluated by the accounting department to ensure the accurate and timely recording of necessary adjustments.

The Remediation Plan is being administered by our Chief Financial Officer and involves key leaders from across the organization.

We will continue to monitor the effectiveness of our internal control over financial reporting in the areas affected by the material weaknesses described above and employ any additional tools and resources deemed necessary to ensure that our financial statements are fairly stated in all material respects.

Remediation Actions and March 31, 2016 Material Weakness Status

As previously disclosed under "Item 9A. Controls and Procedures" in our Annual Report on Form 10-K for our fiscal year ended March 31, 2016, we identified material weaknesses that existed as of March 31, 2016 related to risk assessment and monitoring activities and revenue recognition control activities related to the review of revenue transactions involving contracts and the related

accounting entries. For the year ended March 31, 2016 and subsequent interim periods, we enhanced our closing procedures to ensure that, in all material respects, our financial statements were presented in conformity with GAAP and free of material misstatement as of and for all periods presented.

During fiscal 2017, we took several actions to strengthen our controls and organizational structure in order to remediate the material weaknesses identified as of March 31, 2016. These actions as well as the revised and newly implemented controls are described in more detail below within “Changes in Internal Control Over Financial Reporting.” We completed our remediation plans for those material weaknesses during the quarter ended December 31, 2016. We have tested the design and operating effectiveness of these newly implemented and enhanced controls related to the March 31, 2016 material weakness remediation actions concluding that the controls are designed and operating effectively as of March 31, 2017.

We have reviewed and obtained acceptance of completion of the remediation effort by our Chief Executive Officer, our Chief Financial Officer, and the Audit & Finance Committee. Based on the above remediation actions and our assessment using the COSO criteria, management believes that, as of March 31, 2017, our internal control over financial reporting was effective as it relates to the March 31, 2016 material weaknesses.

Changes in Internal Control over Financial Reporting

Subsequent to our March 31, 2016 fiscal year end, we took several actions to strengthen existing controls and implement new controls in order to remediate the March 31, 2016 material weaknesses described above. Those actions included a redesign of the process for the review and analysis of contract terms and the related revenue transactions, implementation of a sales order audit validation and review; strengthened the credit approval process, added specific controls over the review and recognition of certain revenue transactions, revised the sub-assertion process, implemented a formal disclosure committee, provided training to process and control owners as well as individuals handling revenue generating transactions throughout the organization, and updated related documentation including policies and procedures. In addition we enhanced our risk assessment process with regard to control design deficiencies and are now performing a more robust assessment of risks impacting our accounting and financial reporting. In addition, we have enhanced our documented controls and procedures related to our revenue cycle and other key business cycles. Finally, we implemented an enterprise risk management program to highlight organizational risks and develop strategies for monitoring and mitigating risks. Risk assessment and control monitoring remediation steps completed include the implementation of a number of control enhancements.

There were no changes in our internal control over financial reporting during the quarter ended March 31, 2017 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting, other than with respect to the implementation of the remediation efforts described above.

ITEM 9B. OTHER INFORMATION

As previously reported, on May 25, 2017, we announced the restructuring of our management team, including the departure of John H. Scribante, our former Chief Executive Officer. In connection with this management restructuring, Michael W. Altschaeffl, the current Chair of the Board of Directors (the “Board”), was appointed by the Board as our new Chief Executive Officer. In addition, on June 6, 2017, the Board appointed Anthony L. Otten to serve as our independent Lead Director as a result of the positions of Board Chair and Chief Executive Officer being combined due to Mr. Altschaeffl’s appointment as our new Chief Executive Officer.

Following the restructuring of our management team, we have implemented a series of actions focused on improved sales execution and a number of cost reduction initiatives, with the intent to accelerate our path to profitability. These actions included, among others, a reduction in the compensation of our executive officers and directors, the entry into an employment agreement with Mr. Altschaeffl, and the finalization of Mr. Scribante’s departure and his subsequent retirement from the Board.

Reduction in Executive Compensation

On June 6, 2017, the Board approved changes to the compensation of our named executive officers as part of our focus on implementing cost reduction initiatives with the intent to accelerate our path to profitability. These changes included the approval of the following compensation for our executive officers for Fiscal 2018:

Name	Title	FY18 Base Salary	Long-Term Incentive Award
Michael W. Altschaeffl	CEO	\$325,000	\$260,000
William T. Hull	CFO/CAO/EVP	\$283,500	\$226,800
Scott Green	COO/EVP	\$275,000	\$220,000
Michael J. Potts	CRO/EVP	\$260,000	N/A
Marc Meade	EVP	\$211,500	\$169,200
Total:		\$1,355,000	\$876,000

The compensation levels for fiscal 2018 represent a 17% reduction in total annual base salary compared to fiscal 2017 and a 43% reduction in the dollar value of the long term incentive awards compared to fiscal 2017.

In addition, the Board approved a new annual incentive cash bonus opportunity for our executive officers, based on our ability to achieve positive EBITDA in fiscal 2018. If we achieve positive EBITDA in fiscal 2018, our executives will participate in a bonus pool of up to 50% of our positive EBITDA (calculated after taking into account all bonuses) based on the following allocation:

Name	FY 18 Title	Target FY 18 Bonus % of FY 18 Base	Target FY 18 \$ Bonus	% of Bonus Pool
Michael W. Altschaeffl	CEO	100 %	\$325,000	45.77%
William T. Hull	CFO/CAO/EVP	50 %	\$141,750	19.96%
Scott Green	COO/EVP	50 %	\$137,500	19.37%
Marc Meade	EVP	50 %	\$105,750	14.90%
Total			\$710,000	100.00%

The total amount of cash bonus payable under the fiscal 2018 cash bonus plan is capped at the target bonus level for each executive officer, with the maximum possible bonus for all executives set at \$710,000. This represents a 29% reduction in the total executive bonus pool (assuming target bonus levels were met) approved in fiscal 2017.

In addition, if we achieve at least \$500,000 in fiscal 2018 EBITDA, then we will make available a \$150,000 bonus pool to be allocated among our executive officers (but excluding our Chief Executive Officer) at the discretion of our Chief Executive Officer based on his views on how best to award, motivate and incent his executive team members.

The Board also approved the implementation of a project based bonus pool for Michel J. Potts to be awarded if he completes two cash-generating projects in fiscal 2018. The total potential bonus that may be awarded to Mr. Potts under the project-based bonus is \$75,000, and will be deducted from the amount available under the discretionary bonus pool described above.

Reduction in Director Compensation

On June 6, 2017, the Board approved revisions to our Non-Employee Director Compensation Plan (the "Director Compensation Plan"), which provides for a 10% reduction in the retainer fees and annual restricted stock grants payable to non-employee directors. The Board adopted these changes in furtherance of our cost reduction initiatives.

Under the revised Director Compensation Plan, each non-employee director will receive: (i) an annual retainer of \$36,000 (instead of \$40,000), payable in cash or shares of common stock at the election of the recipient and (ii) an annual restricted stock grant, vesting ratably over three years, with a grant date fair value of \$40,500 (instead of \$45,000), that may, at the election of the director, be paid 60% in three-year pro rata vesting restricted stock and 40% in three-year pro rata vesting restricted cash that vests in tandem with the restricted stock at the election of the recipient.

In addition, the independent Lead Director and each committee chair receives additional fees according to the following schedule:

Position	Retainer
Chairman of the Board	N/A
Lead Director	\$30,000
Audit and Finance Committee Chair	\$25,000
Compensation Committee Chair	\$20,000
Nominating and Corporate Governance Committee Chair	\$20,000
Ad Hoc Litigation Committee Chair	\$10,000
Total	\$105,000

The \$105,000 in independent Lead Director fees and committee chair fees represent a 12.5% reduction in the Board and committee chair fees that were approved in fiscal 2017. Lead Director fees and committee chair fees are payable in cash or shares of Common Stock at the election of the recipient. Except as described above, the Director Compensation Plan otherwise remains unchanged.

The foregoing description of the Director Compensation Plan is qualified in its entirety by reference to the full text of the Director Compensation Plan, a copy of which is filed herewith as Exhibit 10.14 and is incorporated herein by reference.

Michael W. Altschaeffl Employment Agreement

On June 8, 2017, we entered into an Executive Employment and Severance Agreement (the "Employment Agreement") with Michael W. Altschaeffl, our new Chief Executive Officer. The Employment Agreement is for an initial term through June 8, 2019, after which the Employment Agreement may be renewed by us and Mr. Altschaeffl upon mutual consent for successive one year periods.

The Board's compensation committee and the Board determined Mr. Altschaeffl's compensation in connection with its overall reduction in executive compensation to support our cost reduction initiatives, with the intent to accelerate our path to profitability. The Employment Agreement provides for an annual base salary of \$325,000 for Mr. Altschaeffl (40% less than our prior Chief Executive Officer) effective as of June 1, 2017, and for participation by Mr. Altschaeffl in our annual and/or long-term bonus plans, as well as our employee benefit plans made available to other senior executives. Mr. Altschaeffl will participate in our fiscal 2018 cash bonus program for executives and will have a target maximum bonus equal to 100% of his base salary (with the actual dollar amount being 40% less than the maximum bonus available to our prior Chief Executive Officer).

Mr. Altschaeffl will not receive any additional compensation related to his continued service as our Board Chair.

The Board's compensation committee has also awarded Mr. Altschaeffl a long-term incentive grant of restricted stock in the aggregate amount of \$260,000 (52% less than our prior Chief Executive Officer) in connection with the compensation's committee annual approval of restricted stock awards for our executive officers. Mr. Altschaeffl's restricted stock award will be granted on June 13, 2017 (the third business day following our fiscal 2017 earnings release) and will vest equally in one-year increments over a three-year term.

The Employment Agreement entitles Mr. Altschaeffl to certain pre-Change of Control (as defined in the Employment Agreement) severance payments and other benefits upon a qualifying employment termination. If Mr. Altschaeffl's employment is terminated without "Cause" (as defined in the Employment Agreement) or for "Good Reason" (as defined in the Employment Agreement) prior to the end of his employment period and prior us experiencing a "Change of Control" (as defined in the Employment Agreement), Mr. Altschaeffl will be entitled to (i) a severance benefit payable in a lump sum equal to two times the sum of his base salary plus the average of his prior three years' bonuses; (ii) a pro rata bonus for the year of termination based on Mr. Altschaeffl's annual target cash bonus opportunity (if any) for such year multiplied by a fraction representing the portion of the annual performance period that has elapsed at the time of termination; and (iii) pay COBRA premiums at the active employee rate for the duration of Mr. Altschaeffl's COBRA continuation coverage period. To receive these benefits, Mr. Altschaeffl must execute and deliver to us (and not revoke) a general release of claims acceptable to us.

The Employment Agreement also entitles Mr. Altschaeffl to certain payments related to the occurrence of a Change of Control. Mr. Altschaeffl will become entitled to a change of control benefit in the event that (i) we undergo a Change of Control prior to the end of Mr. Altschaeffl's employment period or (ii) prior to us undergoing a Change of Control, but following our entry into a legally binding written agreement, arrangement or understanding that would result in a Change of Control, Mr. Altschaeffl's employment is terminated by us without Cause (except in the case of death or disability) or Mr. Altschaeffl terminates his employment with us for Good Reason. The change of control benefit is payable in a lump sum equal to three times the sum of Mr. Altschaeffl's base salary plus the average of his prior three years' bonuses, plus certain other accrued benefits under the Employment Agreement.

The Employment Agreement also requires Mr. Altschaeffl not to, during the term of his employment (and for two years following his termination of employment), (i) disclose any of our confidential information; (ii) compete with us; or (iii) solicit the employees or other persons with business relationships with us.

The Employment Agreement contains a “valley” excise tax provision that provides that all amounts payable to Mr. Altschaeffl under the Employment Agreement and any other of our agreements or plans that constitute change of control payments will be cut back to one dollar less than three times Mr. Altschaeffl “base amount,” as defined by Internal Revenue Code (“Code”) Section 280G, unless Mr. Altschaeffl would retain a greater amount by receiving the full amount of the payment and personally paying the excise taxes. Under the Employment Agreement, we would not be obligated to gross up Mr. Altschaeffl for any excise taxes imposed on excess parachute payments under Code Section 280G or 4999.

The foregoing description of the Employment Agreement is qualified in its entirety by reference to the full text of the Employment Agreement, a copy of which is filed herewith as Exhibit 10.16 and is incorporated herein by reference.

Retirement of John H. Scribante

On May 25, 2017, John H. Scribante, our former Chief Executive Officer, departed as part of the Board’s restructuring of our management team. On June 8, 2017, Mr. Scribante retired as a director of Orion, effective immediately. Mr. Scribante’s retirement was not the result of a disagreement with us on any matter relating to our operations, policies or practices.

In connection with Mr. Scribante’s departure as Chief Executive Officer, we and Mr. Scribante entered into a Mutual Termination and Severance Agreement and Complete and Permanent Release of All Claims (the “Severance Agreement”) on June 8, 2017. Pursuant to the Severance Agreement, we have affirmed our obligation to provide certain severance payments and benefits required to be provided to Mr. Scribante pursuant to the terms of his Executive Employment and Severance Agreement with us, including a lump sum severance payment in an amount equal to (i) two times Mr. Scribante’s base salary, plus (ii) Mr. Scribante’s fiscal 2018 annual target bonus of one-hundred percent of his annual base salary (pro-rated based on the number of days that Mr. Scribante was our Chief Executive Officer in fiscal 2018), less applicable taxes and other withholdings, payable within three business days of the date of the Severance Agreement. We will also pay Mr. Scribante certain accrued salary and benefits through the date of his departure (the “Termination Date”) and pay the employer’s portion of the premiums for Mr. Scribante’s COBRA continuation coverage for 18 months after the Termination Date.

In addition, the Severance Agreement provides that Mr. Scribante will retain all vested restricted stock and stock option awards that have vested as of the date of the Severance Agreement, and will be permitted to exercise any vested stock options within 90 days of the Termination Date. We have also agreed that it will assign all the policies of insurance on Mr. Scribante’s life currently in effect to Mr. Scribante and obtain a six-year tail director and officer insurance policy covering Mr. Scribante.

In consideration of the foregoing severance payments, Mr. Scribante agreed to a general release of claims against us and any of our subsidiaries and affiliates, and our past, present and future employees, agents, representatives, attorneys, officers, directors and shareholders. Mr. Scribante has also reaffirmed the application of certain covenants contained in his Executive Employment and Severance Agreement, including a covenant not to sue, non-solicitation and non-competition covenants and a nondisclosure and confidentiality covenant.

The foregoing description of the Severance Agreement is qualified in its entirety by reference to the full text of the Severance Agreement, a copy of which is filed herewith as Exhibit 10.27 and is incorporated herein by reference.

William T. Hull Employment Agreement Amendment

On June 13, 2017, we entered into an amendment (the “Amendment”) to the Executive Employment and Severance Agreement (the “Employment Agreement”) between us and William T. Hull, our Executive Vice President, Chief Financial Officer, Chief Accounting Officer and Treasurer. The Amendment modifies the severance benefits payable to Mr. Hull upon a termination without “Cause” or for “Good Reason” (each as defined in the Employment Agreement) to include the right to receive the employer portion of the premiums for Mr. Hull’s COBRA continuation coverage for the length of such coverage at the same rate charged to our active employees. Except as expressly modified by the Amendment, the Agreement continues in effect in accordance with its terms.

A copy of the Amendment is attached hereto as Exhibit 10.19, and is incorporated by reference herein.

PART III

ITEM 10. DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE

The information required by this item with respect to directors, executive officers and corporate governance is incorporated by reference to Orion's Proxy Statement for its 2017 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended March 31, 2017.

Code of Conduct

We have adopted a Code of Conduct that applies to all of our directors, employees and officers, including our principal executive officer, our principal financial officer, our controller and persons performing similar functions. Our Code of Conduct is available on our web site at www.orionlighting.com. Future material amendments or waivers relating to the Code of Conduct will be disclosed on our web site referenced in this paragraph within four business days following the date of such amendment or waiver.

ITEM 11. EXECUTIVE COMPENSATION

The information required by this item is incorporated by reference to Orion's Proxy Statement for its 2017 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended March 31, 2017.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED SHAREHOLDER MATTERS

See Item 5, *Market for Registrant's Common Equity, Related Shareholder Matters and Issuer Purchaser of Securities*, under the heading "Equity Compensation Plan Information" for information regarding our securities authorized for issuance under equity compensation plans. The additional information required by this item is incorporated by reference to Orion's Proxy Statement for its 2017 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended March 31, 2017.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS AND DIRECTOR INDEPENDENCE

The information required by this item is incorporated by reference to Orion's Proxy Statement for its 2017 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended March 31, 2017.

ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES

The information required by this item is incorporated by reference to Orion's Proxy Statement for its 2017 Annual Meeting of Shareholders to be filed with the SEC within 120 days after the end of the fiscal year ended March 31, 2017.

PART IV**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES****(a) Financial Statements**

Our financial statements are set forth in Item 8 of this Form 10-K.

(b) Financial Statement Schedule

	Balance at beginning of period	SCHEDULE II VALUATION and QUALIFYING ACCOUNTS			Balance at end of period
		Provisions charged to expense	Write offs and other		
March 31,			(in Thousands)		
2017 Allowance for Doubtful Accounts	\$ 505	\$ 132	\$ 493	\$ 144	
2016 Allowance for Doubtful Accounts	\$ 458	\$ 575	\$ 528	\$ 505	
2015 Allowance for Doubtful Accounts	\$ 384	\$ 285	\$ 211	\$ 458	
2017 Inventory Obsolescence Reserve	\$ 2,127	\$ 2,212	\$ 866	\$ 3,473	
2016 Inventory Obsolescence Reserve	\$ 1,619	\$ 509	\$ 1	\$ 2,127	
2015 Inventory Obsolescence Reserve	\$ 2,527	\$ 10,505	\$ 11,413	\$ 1,619	

EXHIBIT INDEX

<u>Number</u>	<u>Exhibit Title</u>
3.1	Amended and Restated Articles of Incorporation of Orion Energy Systems, Inc., filed as Exhibit 3.3 to the Registrant's Form S-1 filed August 20, 2007, is hereby incorporated by reference.
3.2	Amended and Restated Bylaws of Orion Energy Systems, Inc., filed as Exhibit 3.2 to the Registrant's Form 10-Q filed November 8, 2013, is hereby incorporated by reference.
4.1	Rights Agreement, dated as of January 7, 2009, between Orion Energy Systems, Inc. and Wells Fargo Bank, N.A., which includes as Exhibit A thereto the Form of Right Certificate and as Exhibit B thereto the Summary of Common Share Purchase Rights, filed as Exhibit 4.1 to the Registrant's Form 8-A filed January 8, 2009, is hereby incorporated by reference.
10.1	Credit and Security Agreement dated as of February 6, 2015 among Orion Energy Systems, Inc. and certain of its subsidiaries, as borrowers and guarantors, and Wells Fargo Bank, National Association, as lender, filed as Exhibit 10.1 to Registrant's Form 10-Q filed on February 9, 2015, is hereby incorporated by reference.
10.2	First Amendment to Credit Agreement and Security Agreement, dated as of December 27, 2016, by and among Orion Energy Systems, Inc., the subsidiary Borrowers party thereto, the subsidiary Guarantors party thereto and Wells Fargo Bank, National Association, filed as Exhibit 10.1 to Registrant's Form 8-K filed on December 29, 2016, is hereby incorporated by reference.
10.3	Orion Energy Systems, Inc. 2003 Stock Option Plan, as amended, filed as Exhibit 10.6 to the Registrant's Form S-1 filed August 20, 2007, is hereby incorporated by reference.*
10.4	Form of Stock Option Agreement under the Orion Energy Systems, Inc. 2003 Stock Option Plan, filed as Exhibit 10.7 to the Registrant's Form S-1 filed August 20, 2007, is hereby incorporated by reference.*
10.5	Orion Energy Systems, Inc. 2004 Stock and Incentive Awards Plan, filed as Exhibit 10.9 to the Registrant's Form S-1 filed August 20, 2007, is hereby incorporated by reference.*
10.5(a)	Amendment to Orion Energy Systems, Inc. 2004 Stock and Incentive Awards Plan, filed September 9, 2011 as Appendix A to the Registrant's definitive proxy statement is hereby incorporated by reference.*
10.6	Form of Stock Option Agreement under the Orion Energy Systems, Inc. 2004 Equity Incentive Plan, filed as Exhibit 10.10 to the Registrant's Form S-1 filed August 20, 2007, is hereby incorporated by reference.*
10.7	Form of Stock Option Agreement as of May 14, 2013 under the Orion Energy Systems, Inc. 2004 Stock and Incentive Awards Plan, filed as Exhibit 10.7 to the Registrant's Form 10-K filed on June 14, 2014, is hereby incorporated by reference.*
10.8	Form of Restricted Stock Award Agreement as of May 14, 2013 under the Orion Energy Systems, Inc. 2004 Stock and Incentive Awards Plan, filed as Exhibit 10.8 to the Registrant's Form 10-K filed on June 14, 2014, is hereby incorporated by reference.*
10.9	Orion Energy Systems, Inc. 2016 Omnibus Incentive Plan, filed as Annex A to the Registrant's Form 8-K filed July 8, 2016, is hereby incorporated by reference.*
10.10	Form of Non-Employee Director Tandem Restricted Stock and Cash Award Agreement under the Orion Energy Systems, Inc. 2016 Omnibus Incentive Plan, filed as Exhibit 4.5 to the Registrant's Form S-8 filed August 10, 2016, is hereby incorporated by reference.*
10.11	Form of Non-Employee Director Restricted Stock Award Agreement under the Orion Energy Systems, Inc. 2016 Omnibus Incentive Plan, filed as Exhibit 4.6 to the Registrant's Form S-8 filed August 10, 2016, is hereby incorporated by reference.*
10.12	Form of Executive Tandem Restricted Stock and Cash Award Agreement under the Orion Energy Systems, Inc. 2016 Omnibus Incentive Plan, filed as Exhibit 4.7 to the Registrant's Form S-8 filed August 10, 2016, is hereby incorporated by reference.*
10.13	Form of Executive Restricted Stock Award Agreement under the Orion Energy Systems, Inc. 2016 Omnibus Incentive Plan, filed as Exhibit 4.8 to the Registrant's Form S-8 filed August 10, 2016, is hereby incorporated by reference.*
10.14	Orion Energy Systems, Inc. Non-Employee Director Compensation Plan, updated and effective as of June 6, 2017. * +

- 10.15 Executive Employment and Severance Agreement, dated April 1, 2017, by and between Orion Energy Systems, Inc. and Michael J. Potts, filed as Exhibit 10.1 to the Registrant's Form 8-K filed April 3, 2017, is hereby incorporated by reference.*
- 10.16 Executive Employment and Severance Agreement, dated as of June 8, 2017, by and between Orion Energy Systems, Inc. and Michael W. Altschaeffl. * +
- 10.17 Executive Employment and Severance Agreement by and between Orion Energy Systems, Inc. and William T. Hull, filed as Exhibit 10.1 to the Registrant's Form 8-K filed on October 5, 2015, is hereby incorporated by reference.*
- 10.18 Executive Employment and Severance Agreement, dated as of August 3, 2016, by and between Orion Energy Systems, Inc. and Scott A. Green, filed as Exhibit 10.1 to Registrant's Form 8-K filed on August 4, 2016, is hereby incorporated by reference.*
- 10.19 Letter Agreement effective June 13, 2017 between Orion and William T. Hull. * +
- 10.20 Executive Employment and Severance Agreement, dated as of January 1, 2014, by and between Orion Energy Systems, Inc. and Marc Meade filed as Exhibit 10.1 to the Registrant's Form 8-K filed on January 6, 2014, is hereby incorporated by reference.*
- 10.21 Form of Executive Restricted Stock Award Agreement as of May 14, 2014 under the Orion Energy Systems, Inc. 2004 Stock and Incentive Awards Plan filed as Exhibit 10.17 to the Registrant's Form 10-K filed on June 13, 2014, is hereby incorporated by reference.*
- 10.22 Form of Non-Employee Director Restricted Stock Award Agreement as of May 14, 2014 under the Orion Energy Systems, Inc. 2004 Stock and Incentive Awards Plan filed as Exhibit 10.18 to the Registrant's Form 10-K filed on June 13, 2014, is hereby incorporated by reference.*
- 10.23 Form of Executive Restricted Stock Award Agreement as of May 26, 2015 under the Orion Energy Systems, Inc. 2004 Stock and Incentive Awards Plan , filed as Exhibit 10.18 to the Registrant's Form 10-K for the year ended March 31, 2015, is hereby incorporated by reference.*
- 10.24 Form of Executive Tandem Restricted Stock and Cash Award Agreement as of May 26, 2015 under the Orion Energy Systems, Inc. 2004 Stock and Incentive Awards Plan, filed as Exhibit 10.19 to the Registrant's Form 10-K for the year ended March 31, 2015, is hereby incorporated by reference.*
- 10.25 Form of Non-Employee Director Restricted Stock Award Agreement as of May 26, 2015 under the Orion Energy Systems, Inc. 2004 Stock and Incentive Awards Plan, filed as Exhibit 10.20 to the Registrant's Form 10-K for the year ended March 31, 2015, is hereby incorporated by reference.*
- 10.26 Form of Non-Employee Director Tandem Restricted Stock and Cash Award Agreement as of May 26, 2015 under the Orion Energy Systems, Inc. 2004 Stock and Incentive Awards Plan, filed as Exhibit 10.21 to the Registrant's Form 10-K for the year ended March 31, 2015, is hereby incorporated by reference.*
- 10.27 Mutual Termination and Severance Agreement and Complete and Permanent Release of All Claims, dated June 8, 2017, by and between Orion Energy Systems, Inc. and John H. Scribante . * +
- 21.1 Subsidiaries of Orion Energy Systems, Inc.+
- 23.1 Consent of Independent Registered Public Accounting Firm. +
- 31.1 Certification of Chief Executive Officer of Orion Energy Systems, Inc. pursuant to Rule 13a-14(a) or Rule 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended. +
- 31.2 Certification of Chief Financial Officer of Orion Energy Systems, Inc. pursuant to Rule 13a-14(a) or Rule 15d-14(a) promulgated under the Securities Exchange Act of 1934, as amended. +
- 32.1 Certification of Chief Executive Officer and Chief Financial Officer of Orion Energy Systems, Inc. pursuant to Rule 13a-14(b) promulgated under the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002. +
- 101 101.INS XBRL Instance Document+
- 101.SCH Taxonomy extension schema document
- 101.CAL Taxonomy extension calculation linkbase document
- 101.LAB Taxonomy extension label linkbase document
- 101.PRE Taxonomy extension presentation linkbase document

Documents incorporated by reference by Orion Energy Systems, Inc. are filed with the Securities and Exchange Commission under File No. 001-33887.

* Management contract or compensatory plan or arrangement.

+ Filed herewith

ITEM 16. FORM 10-K SUMMARY

None.

SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the Registrant has duly caused this Annual Report on Form 10-K to be signed on its behalf by the undersigned, thereunto duly authorized, on June 13, 2017.

ORION ENERGY SYSTEMS, INC.

By: /s/ MICHAEL W. ALTSCHAEFL
Michael W. Altschaeffl
Chief Executive Officer and Board Chair

Pursuant to the requirements of the Securities Exchange Act of 1934, this Annual Report on Form 10-K has been signed by the following persons on behalf of the Registrant in the capacities indicated on June 13, 2017.

<u>Signature</u>	<u>Title</u>
<u> /s/ Michael W. Altschaeffl </u> Michael W. Altschaeffl	Chief Executive Officer and Board Chair (Principal Executive Officer)
<u> /s/ William T. Hull </u> William T. Hull	Chief Financial Officer, Chief Accounting Officer and Treasurer (Principal Financial Officer)
<u> /s/ Anthony L. Otten </u> Anthony L. Otten	Lead Independent Director
<u> /s/ Kenneth L. Goodson, Jr. </u> Kenneth L. Goodson, Jr.	Director
<u> /s/ James R. Kackley. </u> James R. Kackley	Director
<u> /s/ Michael J. Potts </u> Michael J. Potts	Director
<u> /s/ Elizabeth Gamsky Rich </u> Elizabeth Gamsky Rich	Director
<u> /s/ Ellen B. Richstone </u> Ellen B. Richstone	Director
<u> /s/ Mark C. Williamson </u> Mark C. Williamson	Director

Orion Energy Systems, Inc.
Non-Employee Director Compensation Plan
Updated and Effective June 6, 2017

- | | |
|---|--|
| 1. Annual cash retainer: | \$36,000 (cash or stock) (\$9,000 paid quarterly) |
| 2. Board meeting fee: | None |
| 3. Committee meeting fee | None |
| 4. Annual restricted stock grant: | \$40,500 grant date fair market value (option to accept tandem restricted stock (60%) and restricted cash (40%)) ² |
| 5. Annual Lead Director retainer: | \$30,000 (cash or stock) ¹ (\$7,500 paid quarterly) |
| 6. Annual Ad Hoc Litigation Committee Chair retainer: | \$10,000 (cash or stock) ¹ (\$2,500 paid quarterly) |
| 7. Annual Audit Committee Chair retainer: | \$25,000 (cash or stock) ¹ (\$8,333 paid quarterly) |
| 8. Annual Compensation Committee Chair retainer: | \$20,000 (cash or stock) ¹ (\$5,000 paid quarterly) |
| 9. Annual Nominating and Corporate Governance Committee Chair retainer: | \$20,000 (cash or stock) ¹ (\$5,000 paid quarterly) |
| 10. Reimburse out-of-pocket expenses: | Yes |
| 11. Non-Employee Director Early Retirement Plan | <p>a. Upon the recommendation of the Compensation Committee and the approval of the Board of Directors, any non-employee director who voluntarily retires from the Board prior to the end of his or her stated term or who voluntarily decides not to stand for re-election at the end of his or her stated term will be entitled to continued vesting of up to all of his or her then outstanding unvested restricted stock and options on the dates when such vesting would otherwise occur if such director remained on the Board on such dates, subject to such additional terms and conditions, if any, as may be determined necessary or appropriate by the Compensation Committee and the Board of Directors.</p> <p>b. Upon the recommendation of the Compensation Committee and approval by the Board of Directors, any non-employee director who voluntarily retires from the Board prior to the end of his or her stated term or who voluntarily decides not to stand for re-election at the end of his or her stated term will be entitled to receive a services fee of \$200 per hour for any time spent at the request of the Company on Company-related matters, plus reimbursement for all out-of-pocket expenses, subject to such additional terms and conditions, if any, as may be determined necessary or appropriate by the Compensation Committee and the Board of Directors.</p> <p>c. Upon approval of the Compensation Committee, any non-employee director who voluntarily retires from the Board prior to the end of his or her stated term or who voluntarily decides not to stand for re-election at the end of his or her stated term will be entitled to an extension of the terms of all vested stock options until dates determined by the Compensation Committee that shall not exceed the dates on which such term would have otherwise expired if such director remained on the Board on such dates, subject to such additional terms and conditions, if any, as may be determined necessary or appropriate by the Compensation Committee.</p> |

¹ Form of compensation to be chosen by each individual prior to each fiscal year. Number of shares to be issued on third business day after release of annual (or quarterly, in case of quarterly retainer payments) earnings announcement based on closing price on such date.

² Annual restricted stock grant on third business day after annual earnings announcement with the number of restricted shares equal to dollar amount divided by the closing sale price on such date - vest 1/3 each year on the anniversary of the date of grant. Each director shall have the option to elect the award 60% in restricted stock and 40% in restricted cash with each vesting 1/3 each year on the anniversary of the date of grant or in all restricted stock on the same vesting schedule. The election to accept the award in 60% restricted stock and 40% restricted cash must be conveyed to the Company by the director prior to the grant date.

Name of Executive:	Michael W. Altschaeffl
Position:	Chief Executive Officer
Fiscal Year 2018 Base Salary (pro-rated):	\$325,000
Initial Term:	Effective Date through June 8, 2019
Renewal Periods are:	1 Year
Pre-Change of Control Severance Multiplier is:	2.0x

EXECUTIVE EMPLOYMENT AND SEVERANCE AGREEMENT

This Executive Employment and Severance Agreement (“Agreement”) is between the Executive named above (“Executive”), on the one hand, and Orion Energy Systems, Inc. (“Orion” and, together with its subsidiaries, the “Company”), on the other.

WHEREAS, Executive is currently serving as Board Chair and was appointed by the Board on May 25, 2017 as the Company’s new Chief Executive Officer.

WHEREAS, in consideration of Executive’s new role and responsibilities, he was provided with the following compensation arrangement for fiscal 2018 by the Compensation Committee of the Board of Directors: (i) an annual base salary of \$325,000 (commencing June 1, 2017); (ii) a fiscal 2018 incentive cash bonus opportunity equal to 100% of his base salary based on the Company achieving certain fiscal 2018 financial performance targets and (iii) a restricted stock grant equal to 80% of his base salary, with the option to elect to receive the award entirely in shares of restricted stock, or in the form of 60% restricted stock and 40% restricted cash, in each case, vesting pro rata over a three-year period.

WHEREAS, pursuant to the Board’s compensation policy and non-employee director compensation plan, as a result of his new executive role, Executive will no longer be entitled to receive any compensation as Board Chair or as a member of the Board while he serves as the Company’s Chief Executive Officer.

WHEREAS, Orion and Executive desire to specify the terms and conditions on which Executive will be employed as the Company’s new Chief Executive Officer, and under which Executive will receive severance in the event that Executive separates from service with the Company under certain conditions or the Company experiences a Change of Control.

NOW, THEREFORE, for good and valuable consideration, the parties agree as follows:

1. **Effective Date; Term.** This Agreement shall become effective on June 8, 2017 (the “Effective Date”) and continue until the end of the initial term set forth above. The employment status of Executive will be reviewed by Orion and Executive ninety (90) days prior to the end of the initial term as set forth above (and the end of any subsequent renewal term thereafter). Upon such review, this Agreement may be renewed for the renewal period as set forth above only upon the mutual consent of the Company and Executive prior to the expiration of the then applicable term. Expiration of this Agreement will not affect the rights or obligations of the parties hereunder arising out of, or relating to, circumstances occurring prior to the expiration of this Agreement, which rights and obligations will survive the expiration of this Agreement.

2. **Definitions.** For purposes of this Agreement, the following terms shall have the meanings ascribed to them:

(a) “**Accrued Benefits**” shall mean the following amounts, payable as described herein: (i) all base salary for the time period ending with the Termination Date; (ii) reimbursement for any and all monies advanced in connection with the Executive’s employment for reasonable and necessary expenses incurred by the Executive on behalf of the Company for the time period ending with the Termination Date; (iii) any and all other cash earned through the Termination Date and deferred at the election of the Executive or pursuant to any deferred compensation plan then in effect; and (iv) all other payments and benefits to which the Executive (or in the event of the Executive’s death, the Executive’s surviving spouse or other beneficiary), including those provided pursuant to Exhibit A, is entitled on the Termination Date under the terms of any benefit plan of the Company, excluding severance payments under any Company severance policy, practice or agreement in effect on the Termination Date. Payment of Accrued Benefits shall be made promptly in accordance with the Company’s prevailing practice with respect to clauses (i) and (ii) or, with respect to clauses (iii) and (iv), pursuant to the terms of the benefit plan or practice establishing such benefits.

(b) “**Base Salary**” shall mean the Executive’s annual base salary with the Company as in effect from time to time.

(c) “**Board**” shall mean the board of directors of Orion or a committee of such Board authorized to act on its behalf in certain circumstances, including the Compensation Committee of the Board.

(d) “**Cause**” shall mean a good faith finding by the Board that Executive has (i) failed, neglected, or refused to perform the lawful employment duties related to his position or as from time to time assigned to him (other than due to Disability); (ii) committed any willful, intentional, or grossly negligent act having the effect of materially injuring the interest, business, or reputation of the Company; (iii) violated or failed to comply in any material respect with the Company’s published rules, regulations, or policies, as in effect or amended from time to time; (iv) committed an act constituting a felony or misdemeanor involving moral turpitude, fraud, theft, or dishonesty; (v) misappropriated or embezzled any property of the Company (whether or not such act constitutes a felony or misdemeanor); or (vi) breached any material provision of this Agreement or any other applicable confidentiality, non-compete, non-solicit, general release, covenant not-to-sue, or other agreement with the Company.

(e) “**Change of Control**” shall mean and be limited to any of the following:

(i) any Person (other than (A) the Company or any of its subsidiaries, (B) a trustee or other fiduciary holding securities under any employee benefit plan of the Company or any of its subsidiaries, (C) an underwriter temporarily holding securities pursuant to an offering of such securities or (D) a corporation owned, directly or indirectly, by the shareholders of the Company in substantially the same proportions as their ownership of stock in the Company (“Excluded Persons”)) is or becomes the Beneficial Owner, directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such Person any securities acquired directly from the Company or its Affiliates after the Effective Date, pursuant to express authorization by the Board that refers to this exception) representing twenty percent (20%) or more of either the then outstanding shares of common stock of the Company or the combined voting power of the Company’s then outstanding voting securities; or

(ii) the following individuals cease for any reason to constitute a majority of the number of directors of the Company then serving: (A) individuals who, on the Effective Date, constituted the Board and (B) any new director (other than a director whose initial assumption of office is in connection with an actual or threatened election contest, including but not limited to a consent solicitation, relating to the election of directors of the Company, as such terms are used in Rule 14a-11 of Regulation 14A under the Act) whose appointment or election by the Board or nomination for election by the Company’s shareholders was approved by a vote of at least two-thirds (2/3) of the directors then still in office who either were directors on the Effective Date, or whose appointment, election or nomination for election was previously so approved (collectively the “Continuing Directors”); *provided, however*, that individuals who are appointed to the Board pursuant to or in accordance with the terms of an agreement relating to a merger, consolidation, or share exchange involving the Company (or any direct or indirect subsidiary of the Company) shall not be Continuing Directors for purposes of this Agreement until after such individuals are first nominated for election

by a vote of at least two-thirds (2/3) of the then Continuing Directors and are thereafter elected as directors by the shareholders of the Company at a meeting of shareholders held following consummation of such merger, consolidation, or share exchange; *and, provided further*, that in the event the failure of any such persons appointed to the Board to be Continuing Directors results in a Change of Control, the subsequent qualification of such persons as Continuing Directors shall not alter the fact that a Change of Control occurred; or

(iii) the consummation of a merger, consolidation or share exchange of the Company with any other corporation or the issuance of voting securities of the Company in connection with a merger, consolidation or share exchange of the Company (or any direct or indirect subsidiary of the Company), in each case, which requires approval of the shareholders of the Company, other than (A) a merger, consolidation or share exchange which would result in the voting securities of the Company outstanding immediately prior to such merger, consolidation or share exchange continuing to represent (either by remaining outstanding or by being converted into voting securities of the surviving entity or any parent thereof) at least fifty percent (50%) of the combined voting power of the voting securities of the Company or such surviving entity or any parent thereof outstanding immediately after such merger, consolidation or share exchange, or (B) a merger, consolidation or share exchange effected to implement a recapitalization of the Company (or similar transaction) in which no Person (other than an Excluded Person) is or becomes the Beneficial Owner, directly or indirectly, of securities of the Company (not including in the securities beneficially owned by such Person any securities acquired directly from the Company or its Affiliates after the Effective Date, pursuant to express authorization by the Board that refers to this exception) representing twenty percent (20%) or more of either the then outstanding shares of common stock of the Company or the combined voting power of the Company's then outstanding voting securities; or

(iv) the consummation of a plan of complete liquidation or dissolution of the Company or a sale or disposition by the Company of all or substantially all of the Company's assets (in one transaction or a series of related transactions within any period of 24 consecutive months), in each case, which requires approval of the shareholders of the Company, other than a sale or disposition by the Company of all or substantially all of the Company's assets to an entity at least seventy-five percent (75%) of the combined voting power of the voting securities of which are owned by Persons in substantially the same proportions as their ownership of the Company immediately prior to such sale.

Notwithstanding the foregoing, no "Change of Control" shall be deemed to have occurred if there is consummated any transaction or series of integrated transactions immediately following which the record holders of the common stock of the Company immediately prior to such transaction or series of transactions continue to own, directly or indirectly, in the same proportions as their ownership in the Company, an entity that owns all or substantially all of the assets or voting securities of the Company immediately following such transaction or series of transactions.

For purposes of this Section 2(e):

(i) the term "Person" shall mean any individual, firm, partnership, corporation or other entity, including any successor (by merger or otherwise) of such entity, or a group of any of the foregoing acting in concert;

(ii) the terms "Affiliate" and "Associate" shall have the respective meanings ascribed to such terms in Rule 12b-2 of the General Rules and Regulations of the Act;

(iii) the term "Act" means the Securities Exchange Act of 1934, as amended; and

(iv) a Person shall be deemed to be the "Beneficial Owner" of any securities which:

a) such Person or any of such Person's Affiliates or Associates has the right to acquire (whether such right is exercisable immediately or only after the passage of time) pursuant to any agreement, arrangement or understanding, or upon the exercise of conversion rights, exchange rights, rights, warrants or options, or otherwise; *provided, however*, that a Person

shall not be deemed the Beneficial Owner of, or to beneficially own, securities tendered pursuant to a tender or exchange offer made by or on behalf of such Person or any of such Person's Affiliates or Associates until such tendered securities are accepted for purchase;

b) such Person or any of such Person's Affiliates or Associates, directly or indirectly, has the right to vote or dispose of or has "beneficial ownership" of (as determined pursuant to Rule 13d-3 of the General Rules and Regulations under the Act), including pursuant to any agreement, arrangement or understanding; *provided, however*, that a Person shall not be deemed the Beneficial Owner of, or to beneficially own, any security under this clause b) as a result of an agreement, arrangement or understanding to vote such security if the agreement, arrangement or understanding: (A) arises solely from a revocable proxy or consent given to such Person in response to a public proxy or consent solicitation made pursuant to, and in accordance with, the applicable rules and regulations under the Act and (B) is not also then reportable on a Schedule 13D under the Act (or any comparable or successor report); or

c) are beneficially owned, directly or indirectly, by any other Person with which such Person or any of such Person's Affiliates or Associates has any agreement, arrangement or understanding for the purpose of acquiring, holding, voting (except pursuant to a revocable proxy as described in clause b) above) or disposing of any voting securities of the Company.

(f) "**Change of Control Payment**" shall mean product of (i) Executive's Base Salary at the time of such Change of Control plus the average of the annual bonuses earned by Executive with respect to each of the three completed fiscal years of Company preceding the year in which the Change of Control occurs (or such lesser number of fiscal years for which Executive was employed by Company as its Chief Executive Officer, with any partial years' bonus being annualized with respect to such fiscal year), multiplied by (ii) three.

(g) "**COBRA**" shall mean the provisions of Code Section 4980B.

(h) "**Code**" shall mean the Internal Revenue Code of 1986, as amended, as interpreted by rules and regulations issued pursuant thereto, all as amended and in effect from time to time. Any reference to a specific provision of the Code shall be deemed to include reference to any successor provision thereto.

(i) "**Competitive Business Activity**" shall mean the design and manufacture of lighting, solar and/or energy efficient systems and controls for industrial, commercial and agricultural facilities.

(j) "**Disability**" shall mean, subject to applicable law, a total and permanent disability consisting of a mental or physical disability which precludes the disabled Executive from performing the material and substantial duties of his employment. Payment of benefits for total disability under a disability insurance policy shall be conclusive as to the existence of total disability, although such payments are not required in order to establish total disability for purposes of this Agreement. The Executive has a "total and permanent disability" if he is precluded by mental or physical disability for 180 days during any twelve (12) month period. For purposes of this Agreement, an Executive shall be deemed totally and permanently disabled at the end of such 180th day. In case of a disagreement as to whether an Executive is totally and permanently disabled and, at the request of any party, the matter shall be submitted to arbitration as provided for herein, and judgment upon the award may be entered in any court having jurisdiction thereof. Any costs of such proceedings (including the reasonable legal fees of the prevailing party) shall be borne by the non-prevailing party to such arbitration.

(k) "**General Release**" shall mean a release of all claims that Executive, and anyone who may succeed to any claims of Executive, has or may have against Orion, its board of directors, any of its subsidiaries or affiliates, or any of their employees, directors, officers, employees, agents, plan sponsors, administrators, successors (including the Successor), fiduciaries, or attorneys, including but not limited to claims arising out of Executive's employment with, and termination of employment from, the Company, but excluding claims for (i) Severance Payments, Change of Control Payments, Accrued Benefits and benefits due pursuant to this Agreement and (ii) any salary, bonus, equity, accrued vacation, expense reimbursement and other ordinary

payments or benefits earned or otherwise due with respect to the period prior to the date of any Separation from Service. The General Release shall be in a form that is reasonably acceptable to the Company or the Board.

(l) **“Good Reason”** shall mean the occurrence of any of the following without the consent of Executive: (i) a material diminution in the Executive’s Base Salary; (ii) a material diminution in the Executive’s authority, duties or responsibilities; (iii) a material change in the geographic location at which the Executive must perform services; or (iv) a material breach by Orion of any provisions of this Agreement or any option agreement with the Company to which the Executive is a party.

(m) **“Separation from Service”** or **“Separated From Service”** shall mean Executive’s termination of employment from Orion and each entity that is required to be included in Orion’s controlled group of corporations within the meaning of Code Section 414(b), or that is under common control with Orion within the meaning of Code Section 414(c); *provided* that the phrase “at least 50 percent” shall be used in place of the phrase “at least 80 percent” each place it appears therein or in the regulations thereunder (collectively, “409A affiliates”). Notwithstanding the foregoing:

(i) If Executive takes a leave of absence for purposes of military leave, sick leave or other bona fide leave of absence, Executive will not be deemed to have incurred a Separation from Service for the first six (6) months of the leave of absence, or if longer, for so long as Executive’s right to reemployment is provided either by statute or by contract.

(ii) Subject to paragraph (i), Executive shall incur a Separation from Service when the level of bona fide services provided by Executive to Orion and its 409A affiliates permanently decreases to a level of twenty percent (20%) or less of the level of services rendered by Executive, on average, during the immediately preceding 12 months of employment.

(iii) If, following Executive’s termination of employment, Executive continues to provide services to the Company or a 409A Affiliate in a capacity other than as an employee, Executive will not be deemed to have Separated from Service as long as Executive is providing bona fide services at a rate that is greater than twenty percent (20%) of the level of services rendered by Executive, on average, during the immediately preceding 12 months of service.

(n) **“Severance Payment”** shall mean the Executive’s Base Salary at the time of the Termination Date plus the average of the annual bonuses earned by the Executive with respect to each of the three completed fiscal years of the Company preceding the year in which the Termination Date occurs (or such lesser number of fiscal years for which the Executive was employed by the Company as its Chief Executive Officer, with any partial year’s bonus being annualized with respect to such fiscal year) multiplied by the severance multiplier set forth above.

(o) **“Successor”** shall mean the person to which this Agreement is assigned upon a Sale of Business within the meaning of Section 11.

(p) **“Termination Date”** shall mean the date of the Executive’s termination of employment from the Company, as further described in Section 4.

3. Employment of Executive.

(a) **Position.**

(i) Executive shall serve in the position set forth above in a full-time capacity. In such position, Executive shall have such duties and authority as is customarily associated with such position and shall have such other titles and duties, consistent with Executive’s position, as may be assigned from time to time by the Board.

(ii) Executive will devote Executive’s full business time and best efforts to the performance of Executive’s duties hereunder and will not engage in any other business, profession

or occupation for compensation or otherwise which would conflict or interfere with the rendition of such services either directly or indirectly, without the prior written consent of the Board; *provided* that nothing herein shall preclude Executive, subject to the prior approval of the Board, from accepting appointment to or continuing to serve on any board of directors or trustees of any business organization or any charitable organization or from continuing to serve in his current capacities at his current companies and organizations; *further provided* in each case, and in the aggregate, that such activities do not materially conflict or interfere with the performance of Executive's duties hereunder or conflict with Section 8.

(b) **Base Salary.** Orion shall pay Executive a Base Salary at the annual rate set forth above, effective as of June 1, 2017, payable in regular installments in accordance with the Company's usual payroll practices. Executive shall be entitled to such increases in Executive's base salary, if any, as may be determined from time to time by the Board.

(c) **Bonus Incentives.** Executive shall be entitled to participate in such annual and/or long-term cash and equity incentive plans and programs of Orion as are generally provided to the senior executives of Orion or as otherwise provided by the Board or the Compensation Committee thereof.

(d) **Employee Benefits.** Executive shall be entitled to participate in the Company's employee benefit plans (other than annual and/or long-term incentive programs, which are addressed in subsection (c)) as in effect from time to time on the same basis as those benefits are generally made available to other senior executives of Orion.

(e) **Business Expenses.** The reasonable business expenses incurred by Executive in the performance of Executive's duties hereunder shall be reimbursed by the Company in accordance with Company policies.

(f) **Other Perquisites.** Executive shall be entitled to receive the other benefits and perquisites set forth in Exhibit A.

(g) **No Compensation as Director.** Executive shall not receive any compensation (whether cash or equity based) as Board Chair or as a member of the Board while he serves as the Company's Chief Executive Officer, provided that Executive shall be entitled to the continued vesting of all restricted stock awards (and related restricted cash) that were granted to Executive in his capacity as a director of the Company prior to Executive serving as the Company's Chief Executive Officer.

4. **Termination of Employment.** Executive's employment with the Company will terminate during the term of the Agreement, and this Agreement will terminate on the date of such termination, as follows:

(a) Executive's employment will terminate upon Executive's death.

(b) If Executive is Disabled, and if within thirty (30) days after Orion notifies the Executive in writing that it intends to terminate the Executive's employment, the Executive shall not have returned to the performance of the Executive's duties hereunder on a full-time basis, Orion may terminate the Executive's employment, effective immediately following the end of such thirty (30)-day period.

(c) Orion may terminate Executive's employment with or without Cause (other than as a result of Disability which is governed by subsection (b)) by providing written notice to Executive that indicates in reasonable detail the facts and circumstances alleged to provide a basis for such termination. If the termination is without Cause, Executive's employment will terminate on the date specified in the written notice of termination. If the termination is for Cause, the Executive shall have thirty (30) days from the date the written notice is provided, or such longer period as Orion may determine to be appropriate, to cure any conduct or act, if curable, alleged to provide grounds for termination of Executive's employment for Cause. If the alleged conduct or act constituting Cause is not curable, Executive's employment will terminate on the date specified in the written notice of termination. If the alleged conduct or act constituting Cause is curable but Executive does not cure such conduct or act within the specified time period, Executive's employment will terminate on the date immediately following the end of the cure period. Notwithstanding the foregoing, a determination

of Cause shall only be made in good faith by the Board, which may terminate Executive for Cause only after providing Executive (i) written notice as set forth above, (ii) the opportunity to appear before the Board and provide rebuttal to such proposed termination, and (iii) written notice following such appearance confirming such termination and certifying that the decision to terminate Executive for Cause was approved in good faith by at least sixty-six percent (66%) of the members of such board, excluding Executive. Unless otherwise directed by Orion, from and after the date of the written notice of proposed termination, Executive shall be relieved of his duties and responsibilities and shall be considered to be on a paid leave of absence pending any final action by the Board or the Board of Directors of the Successor confirming such proposed termination.

(d) Executive may terminate his employment for or without Good Reason by providing written notice of termination to Orion that indicates in reasonable detail the facts and circumstances alleged to provide a basis for such termination. If Executive is alleging a termination for Good Reason, Executive must provide written notice to Orion of the existence of the condition constituting Good Reason within ninety (90) days of the initial existence of such condition, and Orion must have a period of at least thirty (30) days following receipt of such notice to cure such condition. If such condition is not cured by Orion within such thirty (30)-day period, Executive's termination of employment from the Company shall be effective on the date immediately following the end of such cure period.

5. **Payments upon Termination.**

(a) **Entitlement to Severance.** Subject to the other terms and conditions of this Agreement (including, without limitation, Section 6 hereof), Executive shall be entitled to the Accrued Benefits, and to the severance benefits described in subsection (c), in either of the following circumstances while this Agreement is in effect:

(i) Executive's employment is terminated by Orion without Cause, except in the case of death or Disability; or

(ii) Executive terminates his employment with the Company for Good Reason.

If Executive dies after receiving a notice by Orion that Executive is being terminated without Cause, or after providing notice of termination for Good Reason, the Executive's estate, heirs and beneficiaries shall be entitled to the Accrued Benefits and the severance benefits described in subsection (c) at the same time such amounts would have been paid or benefits provided to Executive had he lived.

(b) **General Release Requirement.** As an additional prerequisite for receipt of the severance benefits described in subsection (c), Executive must execute, deliver to Orion, and not revoke (to the extent Executive is allowed to do so) a General Release.

(c) **Severance Payment; Timing and Form of Payment.** Subject to Section 5(b) and the limitations imposed by Section 6 and Section 7, in lieu of any severance pay under any severance pay plans, programs or policies, if Executive is entitled to severance benefits, then:

(i) Company shall pay Executive the Severance Payment in a lump sum within ten (10) days following the Executive's Separation from Service, or if later, the date on which the General Release is no longer revocable, or if later, the date on which the amount payable under Section 7 is determined, but in no event may payment be made more than 2½ months after the year in which Executive's Separation from Service occurs;

(ii) At the same time that the Severance Payment is made, Company shall pay Executive a lump sum amount equal to the Executive's annual target cash bonus opportunity (if any) as established by the Board or the Compensation Committee of the Board for the fiscal year in which the Separation from Service occurs, multiplied by a fraction, the numerator of which is the number of days that have elapsed during the annual performance period to the date of the Executive's Separation from Service and the denominator of which is 365;

(iii) Executive shall be entitled to pay premiums for COBRA continuation coverage for the length of such coverage at the same rate as is being charged to active employees for similar coverage; and

(iv) Executive shall not be entitled to receive, and shall forfeit all right to receive, the Change of Control Payment, as set forth in Section 6 below.

All payments shall be subject to payroll taxes and other withholdings in accordance with the Company's (or the applicable employer of record's) standard payroll practices and applicable law.

(d) **Other Termination of Employment.** If Executive's employment terminates for any reason other than those described in subsection (a), the Executive (or the Executive's estate in the event of his death), shall be entitled to receive only the Accrued Benefits. Executive must be terminated for Cause pursuant to and in accordance with Section 4(c) of this Agreement in order for the consequences of such a Cause termination to apply to Executive under any stock option or similar equity award agreement with the Company to which Executive is then a party. Subject to the limitations imposed by Section 6, Company's obligations under this Section 5 shall survive the termination of this Agreement.

(e) **D&O Tail Policy.** If Executive's employment terminates for any reason, as promptly as practical following the date on which Executive also ceases to serve as a member of the Board, the Company shall obtain, at its cost and expense, a six year tail director and officer insurance policy covering Executive on the same terms and conditions as the similar tail director and officer insurance policies previously obtained by Company for its retiring directors.

6. **Payments upon Change of Control.**

(a) **Entitlement to Change of Control Payment.** Subject to the other terms and conditions of this Agreement, including but not limited to the limitations imposed by Section 7, Company shall pay Executive the Change of Control Payment and the Accrued Benefits:

(i) Upon the occurrence of a Change of Control (provided, however, that for all purposes under this Section 6, the definition of Change of Control in Section 2(e)(i) shall be modified so that the twenty (20) percent Beneficial Ownership threshold set forth therein shall be fifty (50) percent); or

(ii) If, prior to a Change of Control but following the Company's entry into a legally binding written agreement, arrangement or understanding that would result in a Change of Control, Executive's employment is terminated by the Company without Cause (except in the case of death or Disability) or Executive terminates his employment with the Company for Good Reason.

(b) **Timing and Form of Payment.** If Executive becomes entitled to the Change of Control Payment pursuant to Section 6(a)(i), the Company shall pay Executive the Change of Control Payment and Accrued Benefits in a lump sum upon the occurrence of the Change of Control regardless of whether or not Executive remains as the Company's Chief Executive Officer as a result of the Change of Control. If Executive becomes entitled to the Change of Control Payment pursuant to Section 6(a)(ii), the Company shall pay Executive the Change of Control Payment and Accrued Benefits in a lump sum within ten (10) days following the Executive's Separation from Service.

(c) **Expiration of Future Payment and Severance.** If Executive is entitled to receive the Change of Control Payment, then Executive shall not be entitled to receive, and shall forfeit all right to receive, the Severance Payment, as set forth in Section 5(c)(i) above. Following the payment of the Change of Control Payment by Company, Company's obligations under Section 5 and this Section 6 shall expire, with no right or expectation by Executive to receive, and no obligation or requirement by Company to pay or provide, any additional Severance Payment or any other similar payment or benefit, provided that Executive will retain the right (if any) to the continued vesting of previously granted restricted stock awards (and any related restricted cash) pursuant to the terms of the applicable restricted stock award agreement and the right to receive the Accrued Benefits. Notwithstanding such forfeiture and expiration, the other rights and obligations under this

Agreement shall survive and continue through the termination of this Agreement or for such shorter or longer periods of time as set forth herein. Subject to the foregoing, Company's obligations under this Section 6 shall survive the termination of this Agreement.

7. **Limitations on Change of Control Payments and Benefits.** Notwithstanding any other provision of this Agreement, if any portion of the Change of Control Payment or any other payment under this Agreement, or under any other agreement with or plan of the Company (in the aggregate "Total Payments"), would constitute an "excess parachute payment," then the Total Payments to be made to Executive shall be reduced such that the value of the aggregate Total Payments that Executive is entitled to receive shall be One Dollar (\$1) less than the maximum amount which Executive may receive without becoming subject to the tax imposed by Code Section 4999 or which the Company may pay without loss of deduction under Code Section 280G(a); *provided* that the foregoing reduction in the amount of Total Payments shall not apply if the After-Tax Value to Executive of the Total Payments prior to reduction in accordance herewith is greater than the After-Tax Value to Executive if Total Payments are reduced in accordance herewith. For purposes of this Agreement, the terms "excess parachute payment" and "parachute payments" shall have the meanings assigned to them in Code Section 280G, and such "parachute payments" shall be valued as provided therein. Present value for purposes of this Agreement shall be calculated in accordance with Code Section 1274(b)(2). Within twenty (20) business days following delivery of the notice of termination or notice by Orion to Executive of its belief that there is a payment or benefit due Executive that will result in an excess parachute payment as defined in Code Section 280G, Executive and Orion, at Orion's expense, shall obtain the opinion (which need not be unqualified) of nationally recognized tax counsel selected by Orion's independent auditors and acceptable to Executive in Executive's sole discretion, which opinion sets forth: (A) the amount of the Base Period Income, (B) the amount and present value of Total Payments, (C) the amount and present value of any excess parachute payments without regard to the limitations of this Section 7, (D) the After-Tax Value of the Total Payments if the reduction in Total Payments contemplated under this Section 7 did not apply, and (E) the After-Tax Value of the Total Payments taking into account the reduction in Total Payments contemplated under this Section 7. As used in this Section 7, the term "Base Period Income" means an amount equal to Executive's "annualized includible compensation for the base period" as defined in Code Section 280G(d)(1). For purposes of such opinion, the value of any noncash benefits or any deferred payment or benefit shall be determined by Orion's independent auditors in accordance with the principles of Code Sections 280G(d)(3) and (4), which determination shall be evidenced in a certificate of such auditors addressed to Orion and Executive. For purposes of determining the After-Tax Value of Total Payments, Executive shall be deemed to pay federal income taxes and employment taxes at the highest marginal rate of federal income and employment taxation in the calendar year in which the Termination Payment is to be made and state and local income taxes at the highest marginal rates of taxation in the state and locality of Executive's domicile for income tax purposes on the date the Termination Payment is to be made, net of the maximum reduction in federal income taxes that may be obtained from deduction of such state and local taxes. Such opinion shall be dated as of the Termination Date and addressed to Orion and Executive and shall be binding upon the Company and Executive. If such opinion determines that there would be an excess parachute payment and that the After-Tax Value of the Total Payments taking into account the reduction contemplated under this Section is greater than the After-Tax Value of the Total Payments if the reduction in Total Payments contemplated under this Section did not apply, then the Termination Payment hereunder or any other payment determined by such counsel to be includible in Total Payments shall be reduced or eliminated as specified by Executive in writing delivered to Orion within five (5) business days of Executive's receipt of such opinion or, if Executive fails to so notify Orion, then as Orion shall reasonably determine, so that under the bases of calculations set forth in such opinion there will be no excess parachute payment. If such legal counsel so requests in connection with the opinion required by this Section, Executive and Orion shall obtain, at Orion's expense, and the legal counsel may rely on in providing the opinion, the advice of a firm of recognized executive compensation consultants as to the reasonableness of any item of compensation to be received by Executive. Notwithstanding the foregoing, the provisions of this Section 7, including the calculations, notices and opinions provided for herein, shall be based upon the conclusive presumption that the following are reasonable: (1) the compensation and benefits provided for in Section 3 and (2) any other compensation, including but not limited to the Accrued Benefits, earned prior to the date of Executive's Separation from Service by the Executive pursuant to the Company's compensation programs if such payments would have been made in the future in any event, even though the timing of such payment is triggered by the Change in Control or the Executive's Separation from Service. If the provisions of Code Sections 280G and 4999 are repealed without succession, then this Section 7 shall be of no further force or effect.

8. **Covenants by Executive.**

(a) **Confidentiality and Non-Disclosure.** During Executive's employment with the Company and for a period of two years following Executive's Separation from Service, he agrees that he will not, except in furtherance of the business of the Company, disclose, furnish, or make available to any person or use for the benefit of himself or any other person any confidential or proprietary information or data of the Company including, but not limited to, trade secrets, customer and supplier lists, pricing policies, operational methods, marketing plans or strategies, product development techniques or plans, business acquisition or disposition plans, new personnel employment plans, methods of manufacture, technical process, and formulae, designs and design projects, inventions and research projects and financial budgets and forecasts except (i) information which at the time is available to others in the business or generally known to the public other than as a result of disclosure by Executive not permitted hereunder, and (ii) when required to do so by a court of competent jurisdiction, by any governmental agency or by any administrative, legislative or regulatory body; *provided* that in this instance Executive shall make reasonable efforts to inform the Company of any such request prior to any disclosure so as to permit the Company a meaningful opportunity to seek a protective order or similar adjudication. Upon termination of his employment with the Company, Executive will immediately return to the Company all written or electronically stored confidential or proprietary information in whatever format it is contained.

(b) **Non-Competition/Non-Solicitation.**

(i) During Executive's employment with the Company and for a period of two years following Executive's Separation from Service, Executive agrees not to directly or indirectly engage, or assist any business or entity, in Competitive Business Activity in any capacity, including without limitation as an employee, officer, or director of, or consultant or advisor to, any person or entity engaged directly or indirectly in a business which engages in Competitive Business Activity, in North America or anywhere that Orion or its Successor does business at the time of Executive's termination of employment, without the written consent of the Board.

(ii) During Executive's employment with the Company and for a period of two years following Executive's Separation from Service, Executive agrees not to, in any form or manner, directly or indirectly, on his own behalf or in combination with others (1) solicit, induce or influence any customer, supplier, lender, lessor or any other person with a business relationship with the Company to discontinue or reduce the extent of such business relationship, or (2) recruit, solicit or otherwise induce or influence any employee of the Company to discontinue their employment with the Company.

(c) **Disclosure and Assignment to the Company of Inventions and Innovations.**

(i) Executive agrees to disclose and assign to the Company as the Company's exclusive property, all inventions and technical or business innovations, including but not limited to all patentable and copyrightable subject matter (collectively, the "Innovations") developed, authored or conceived by Executive solely or jointly with others during the period of Executive's employment, including during Executive's employment prior to the date of this Agreement, (1) that are along the lines of the business, work or investigations of the Company to which Executive's employment relates or as to which Executive may receive information due to Executive's employment with the Company, or (2) that result from or are suggested by any work which Executive may do for the Company or (3) that are otherwise made through the use of Company time, facilities or materials. To the extent any of the Innovations is copyrightable, each such Innovation shall be considered a "work for hire."

(ii) Executive agrees to execute all necessary papers and otherwise provide proper assistance (at the Company's expense), during and subsequent to Executive's employment, to enable the Company to obtain for itself or its nominees, all right, title, and interest in and to patents, copyrights, trademarks or other legal protection for such Innovations in any and all countries.

(iii) Executive agrees to make and maintain for the Company adequate and current written records of all such Innovations;

(iv) Upon any termination of Executive's employment, Executive agrees to deliver to the Company promptly all items which belong to the Company or which by their nature are for the use of Company employees only, including, without limitation, all written and other materials which are of a secret or confidential nature relating to the business of the Company.

(v) In the event Company is unable for any reason whatsoever to secure Executive's signature to any lawful and necessary documents required, including those necessary for the assignment of, application for, or prosecution of any United States or foreign application for letters patent or copyright for any Innovation, Executive hereby irrevocably designates and appoints Company and its duly authorized officers and agents as Executive's agent and attorney-in-fact, to act for and in Executive's behalf and stead to execute and file any such applications and to do all other lawfully permitted acts to further the assignment, prosecution, and issuance of letters patent or registration of copyright thereon with the same legal force and effect as if executed by Executive. Executive hereby waives and quitclaims to Company any and all claims, of any nature whatsoever, which Executive may now have or may hereafter have for infringement of any patent or copyright resulting from any such application.

(d) **Remedies Not Exclusive.** In the event that Executive breaches any terms of this Section 8, Executive acknowledges and agrees that said breach may result in the immediate and irreparable harm to the business and goodwill of the Company and that damages, if any, and remedies of law for such breach may be inadequate and indeterminable. The Company, upon Executive's breach of this Section 8, shall therefore be entitled (in addition to and without limiting any other remedies that the Company may seek under this Agreement or otherwise at law or in equity) to (1) seek from any court of competent jurisdiction equitable relief by way of temporary or permanent injunction and without being required to post a bond, to restrain any violation of this Section 8, and for such further relief as the court may deem just or proper in law or equity, and (2) in the event that the Company shall prevail, its reasonable attorneys fees and costs and other expenses in enforcing its rights under this Section 8.

(e) **Severability of Provisions.** If any restriction, limitation, or provision of this Section 8 is deemed to be unreasonable, onerous, or unduly restrictive by a court of competent jurisdiction, it shall not be stricken in its entirety and held totally void and unenforceable, but shall remain effective to the maximum extent possible within the bounds of the law. If any phrase, clause or provision of this Section 8 is declared invalid or unenforceable by a court of competent jurisdiction, such phrase, clause, or provision shall be deemed severed from this Section 8, but will not affect any other provision of this Section 8, which shall otherwise remain in full force and effect. The provisions of this Section 8 are each declared to be separate and distinct covenants by Executive.

9. **Notice.** Any notice, request, demand or other communication required or permitted herein will be deemed to be properly given when personally served in writing or when deposited in the United States mail, postage prepaid, addressed to Executive at the address appearing at the end of this Agreement and to the Company with attention to the Chair of the Board of Directors of Orion (or the Lead Independent Director if Executive is then serving as the Chair) and the General Counsel of Orion. Either party may change its address by written notice in accordance with this paragraph.

10. **Set Off; Mitigation.** The Company's obligation to pay Executive the amounts and to provide the benefits hereunder shall be subject to set-off, counterclaim or recoupment of amounts owed by Executive to the Company. However, Executive shall not be required to mitigate the amount of any payment provided for pursuant to this Agreement by seeking other employment or otherwise.

11. **Benefit of Agreement.** This Agreement shall inure to the benefit of and be binding upon the parties hereto and their respective executors, administrators, successors and assigns. If Orion experiences a Change of Control, or otherwise sells, assigns or transfers all or substantially all of its business and assets to any person or if Orion merges into or consolidates or otherwise combines (where Orion does not survive such combination) with any person (any such event, a "Sale of Business"), then Orion shall assign all of its right, title and interest in this Agreement as of the date of such event to such person, and Orion shall cause such person, by written agreement in form and substance reasonably satisfactory to Executive, to expressly assume and agree to perform from and after the date of such assignment all of the terms, conditions and provisions imposed by this Agreement upon the Company. Failure of

Orion to obtain such agreement prior to the effective date of such Sale of Business shall be a breach of this Agreement constituting “Good Reason” hereunder, except that for purposes of implementing the foregoing the date upon which such Sale of Business becomes effective shall be the Termination Date. In case of such assignment by Orion and of assumption and agreement by such person, as used in this Agreement, “Orion” shall thereafter mean the person which executes and delivers the agreement provided for in this Section 11 or which otherwise becomes bound by all the terms and provisions of this Agreement by operation of law, and this Agreement shall inure to the benefit of, and be enforceable by, such person. Executive shall, in his discretion, be entitled to proceed against any or all of such persons, any person which theretofore was such a successor to Orion, and Orion (as so defined) in any action to enforce any rights of Executive hereunder. Except as provided in this Section 11, this Agreement shall not be assignable by Orion. This Agreement shall not be terminated by the voluntary or involuntary dissolution of Orion.

12. **Arbitration.** Any controversy or claim arising out of or relating to this Agreement or the breach of this Agreement that cannot be mutually resolved by the Executive and the Company, including any dispute as to the calculation of the Executive’s Benefits, Base Salary, Bonus Amount, Severance Payment, or any Change of Control Payment hereunder, shall be submitted to arbitration in Milwaukee, Wisconsin, in accordance with the procedures of the American Arbitration Association. The determination of the arbitrator shall be conclusive and binding on the Company and the Executive, and judgment may be entered on the arbitrator’s award in any court having jurisdiction.

13. **Applicable Law and Jurisdiction.** This Agreement is to be governed by and construed under the laws of the United States and of the State of Wisconsin without resort to Wisconsin’s choice of law rules. Each party hereby agrees that the forum and venue for any legal or equitable action or proceeding arising out of, or in connection with, this Agreement will lie in the appropriate federal or state courts in the State of Wisconsin and specifically waives any and all objections to such jurisdiction and venue.

14. **Captions and Paragraph Headings.** Captions and paragraph headings used herein are for convenience only and are not a part of this Agreement and will not be used in construing it.

15. **Invalid Provisions.** Subject to Section 8(e), should any provision of this Agreement for any reason be declared invalid, void, or unenforceable by a court of competent jurisdiction, the validity and binding effect of any remaining portion will not be affected, and the remaining portions of this Agreement will remain in full force and effect as if this Agreement had been executed with said provision eliminated.

16. **No Waiver.** The failure of a party to insist upon strict adherence to any term of this Agreement on any occasion shall not be considered a waiver of such party’s rights or deprive such party of the right thereafter to insist upon strict adherence to that term or any other term of this Agreement.

17. **Entire Agreement.** This Agreement contains the entire agreement of the parties with respect to the subject matter of this Agreement except where other agreements are specifically noted, adopted, or incorporated by reference. This Agreement otherwise supersedes any and all other agreements, either oral or in writing, between the parties hereto with respect to the employment of Executive by Company, and all such agreements shall be void and of no effect. Each party to this Agreement acknowledges that no representations, inducements, promises, or agreements, oral or otherwise, have been made by any party, or anyone acting on behalf of any party, which are not embodied herein, and that no other agreement, statement, or promise not contained in this Agreement will be valid or binding.

18. **Modification.** This Agreement may not be modified or amended by oral agreement, but only by an agreement in writing signed by Orion and Executive.

19. **Counterparts.** This Agreement may be signed in counterparts, each of which shall be an original, with the same effect as if the signatures thereto and hereto were upon the same instrument.

IN WITNESS WHEREOF, this Agreement is effective as of June 8, 2017.

EXECUTIVE

/s/ Michael W. Altschaefl

Michael W. Altschaefl

Address _____

ORION ENERGY SYSTEMS, INC.

By: /s/ Anthony L. Otten

Anthony L. Otten

Lead Independent Director

EXHIBIT A

Executive: Michael W. Altschaeffl

Benefits and Perquisites*

* Note: The listed benefits and perquisites are in addition to those generally made available to all other senior executives of Orion under the Company's employee benefit plans (other than annual and long-term cash and equity incentive plans, which are addressed in Section 3(c) of the Agreement) as in effect from time to time. Executive is entitled to participate in such benefit plans on the same basis as those benefits are generally made available to other senior executives of Orion. Currently, such company-wide benefits include: (i) 401(k) Plan; (ii) group short term disability insurance; and (iii) group health and prescription drug insurance.

Benefit

1. Life Insurance	\$1,000,000 (face value)
2. Health/Prescription Drug Reimbursement	Reimbursed by Company Per Current Practice
3. Group Long Term Disability Insurance	Reimbursed by Company Per Current Practice
4. Automobile Allowance	\$1,000 per month
5. Vacation	5 weeks per year



2210 WOODLAND DRIVE
MANITOWOC, WI 54220

William T. Hull
c/o Orion Energy Systems, Inc.
2210 Woodland Drive
Manitowoc, WI 54220

Dear Bill:

As a follow-up to our previous conversation, we have mutually agreed to modify the severance benefits that may become payable to you pursuant to your existing executive employment and severance agreement, dated October 5, 2015 ("Employment Agreement") by amending the employment agreement to insert the following provision after the first sentence of Section 5(c):

"Executive shall also be entitled to receive the employer-portion of the premiums from Orion for COBRA continuation coverage for the length of such coverage at the same rate as is being charged to active employees for similar coverage."

Please acknowledge your understanding and acceptance of this letter amending your Employment Agreement by signing and returning this letter. Except as otherwise specified in this letter, your existing Employment Agreement is not affected by this letter and by signing this letter you agree that your Employment Agreement, as modified hereby, will continue in full force and effect and that all terms and conditions of your Employment Agreement have been fully complied with and that you do not have any outstanding claims thereunder.

Best regards,

ORION ENERGY SYSTEMS, INC.

Accepted and Agreed:

By: /s/ Michael W. Altschaefl
Michael W. Altschaefl
Chief Executive Officer

/s/ William T. Hull
William T. Hull

Effective Date: June 13 , 2017

JOHN H. SCRIBANTE

MUTUAL TERMINATION AND SEVERANCE AGREEMENT
AND
COMPLETE AND PERMANENT MUTUAL RELEASE OF ALL CLAIMS

THIS MUTUAL TERMINATION AND SEVERANCE AGREEMENT AND COMPLETE AND PERMANENT MUTUAL RELEASE OF ALL CLAIMS (“Agreement and Release”) is made by and between **ORION ENERGY SYSTEMS, INC.** (“Company”) and **JOHN H. SCRIBANTE** (“Scribante”) and is executed as of June 8, 2017.

A. **WHEREAS**, Scribante and Company are currently parties to an Executive Employment and Severance Agreement dated as of September 27, 2012, as amended as of December 1, 2012 (“Employment Agreement”).

B. **WHEREAS**, Scribante and Company are also currently parties to a Proprietary Information and Intellectual Property Agreement dated as of June 25, 2007 (“Intellectual Property Agreement”).

C. **WHEREAS**, Scribante and Company are also currently parties to a number of stock option agreements and restricted stock award agreements (“Equity Grant Agreements”).

D. **WHEREAS**, on May 25, 2017 (“Termination Date”), Company’s Board of Directors took action to terminate Scribante as Company’s Chief Executive Officer without Cause (as defined in the Employment Agreement) under Section 4(c) of the Employment Agreement.

E. **WHEREAS**, as a result of Scribante’s termination of employment without Cause by Company on the Termination Date, he is entitled to his Accrued Benefits (as defined in the Employment Agreement) and to the severance payments described in Section 5(c) of the Employment Agreement (collectively, “Severance Payment”).

F. **WHEREAS**, in connection with his termination of employment without Cause by Company on the Termination Date, Scribante also hereby agrees to voluntarily retire as a director of Company and of each subsidiary and affiliate of Company as of the date hereof, and as an officer of each subsidiary and affiliate of Company as of the date hereof.

G. **WHEREAS**, in consideration of Scribante agreeing to all of the terms and conditions of this Agreement and Release, Company is willing to provide Scribante with certain payments and benefits, including the Severance Payment and other additional benefits described below, pursuant to Section 5(c) of the Employment Agreement and as otherwise set forth below.

NOW THEREFORE, Company and Scribante, in consideration of the mutual promises herein contained and other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, agree as follows:

1. **Termination and Retirements.** In connection with his termination of employment without Cause by Company on the Termination Date, Scribante hereby voluntarily retires and ceases service as (a) a director of the Company and of any and all plans, subsidiaries and affiliates thereof; (b) the chairman of the Board’s DEA Committee; and (c) an officer of any and all plans, subsidiaries and affiliates of Company, in each case above, effective for all purposes as of the date hereof. Company hereby accepts such retirements. Scribante agrees not to reapply for employment with Company or any subsidiary or affiliate thereof. In connection with his retirement as a director of Company, Scribante agrees that he is not doing so as a result of any disagreement with Company, and he will not provide Company with any written correspondence, in either case, that would require Company to publicly disclose any such circumstance pursuant to a Form 8-K to be filed with the Securities and Exchange Commission.

2. **Severance Payments and Other Additional Benefits.** Subject to Scribante’s compliance with this Agreement and Release and the continuing provisions of the Employment Agreement, Intellectual Property Agreement and the Equity Grant Agreements applicable to Scribante:

A. **Severance Payment.** Within three (3) business days after the date hereof, as Severance Payment to Scribante hereunder and under his Employment Agreement, Company will pay Scribante a cash lump sum of \$1,172,123.29, less required withholdings. In accordance with the Employment Agreement, the Severance Payment was calculated as follows: (i) two times Scribante’s current annual base salary of \$545,000 (it being acknowledged and agreed that Scribante received no bonus payments over the prior three Company fiscal years) plus (ii) Scribante’s fiscal 2018 annual target bonus of one-hundred percent (100%) of his annual

base salary multiplied by a fraction, the numerator of which is the number of days that have elapsed during Company's fiscal 2018 through the Termination Date (55) and the denominator of which is 365. Scribante has no other claims with respect thereto.

B. Stock Options and Restricted Stock Awards. All of Scribante's stock options and restricted stock (and any related restricted cash) awards that have not vested as of the date hereof are hereby forfeited and cancelled. All of Scribante's stock options that have vested as of the date hereof may be exercised by him until ninety (90) days after the Termination Date. Scribante shall retain all of his restricted stock (and be paid on any related restricted cash) awards that have vested as of the date hereof. Pursuant to the above provisions of this Section 2B, and to avoid any ambiguity, (i) on May 15, 2017, Scribante vested in 25,159 restricted shares and \$70,445.34 in restricted cash pursuant to his tandem restricted stock and restricted cash award agreement granted May 15, 2014; (ii) on May 26, 2017, Scribante vested in 47,814 restricted shares and \$70,445.33 restricted cash pursuant to his tandem restricted stock and restricted cash award agreement granted May 26, 2015; and (iii) on June 7, 2017, Scribante vested in 78,694 restricted shares and \$72,398.67 restricted cash pursuant to his tandem restricted stock and restricted cash award agreement granted June 7, 2016. All of such restricted shares (totaling 151,667 shares) will be issued to Scribante by or on behalf of Company, and all such restricted cash (totaling \$213,289.34) (less required withholdings) will be paid to Scribante by Company, within three (3) business days of the date hereof. Scribante has no other claims with respect thereto.

C. Salary and Other Compensation Through Termination Date. Scribante acknowledges that he has received all of his normal salary and other compensation (including his automobile allowance) otherwise due to him through the Termination Date. In addition, Scribante has received his normal salary from and after the Termination Date through May 31, 2017, totaling \$5,939.14 (less required withholdings). Scribante has no other claims with respect thereto.

D. Accrued Vacation. Within three (3) business days of the date hereof, Company will pay Scribante his accrued and unused pro-rated vacation days for fiscal 2018 in the amount of \$55,547.98 (less required withholdings).

E. Business Expenses. Scribante acknowledges and agrees that Company has reimbursed him for all business expenses incurred by him through the Termination Date that conform to Company's business expense policy. Scribante has no other claims with respect thereto.

F. COBRA Coverage. Consistent with Company's current policy, Company shall pay the employer's portion (with Scribante paying the employee portion) of Scribante's COBRA continuation coverage for eighteen (18) months after the Termination Date. Scribante has no other claims with respect thereto.

G. Life Insurance Policies. Company shall assign to Scribante all of Company's interest in the policies of insurance on Scribante's life currently in effect. These assignments shall take place as promptly as practical (but no later than 60 days) after the date hereof. Scribante will be responsible for all future premium payments due and payable on such policies beginning after the date of assignment. Scribante has no other claims with respect thereto.

H. Tail D&O Insurance. As promptly as practical after the date hereof, Company shall obtain, at its cost and expense, a six-year tail director and officer insurance policy covering Scribante on the same terms and conditions as the similar tail director and officer insurance policies previously obtained by Company for its retiring directors.

I. Kohler Club Membership. Company shall assign to Scribante all of Company's interest in Scribante's Kohler Club membership (if any). The assignment shall take place as promptly as practical after the date hereof. Scribante will be responsible for all future dues and other payments due and payable with respect to such membership beginning after the date of assignment. Scribante has no other claims with respect thereto.

J. Cessation of All Other Benefits. Other than as set forth above (or vested rights under Scribante's Company 401(k) Plan account), Scribante acknowledges and agrees that all coverage and/or benefits under all other benefit and insurance plans and programs maintained by Company, including long-term and short-term disability, ceased as of the Termination Date. Scribante has no other claims with respect thereto.

K. No Unemployment Compensation Claim. From and after the Termination Date, Scribante agrees not to file for unemployment compensation relating to his employment with, or termination from, Company or any subsidiary or affiliate thereof.

L. Waiver of Any Other Compensation and Benefits. Scribante acknowledges and agrees that he is not entitled to, and he hereby completely waives and releases, any and all rights to any other severance, compensation, bonuses, reimbursements,

allowances, dues or other benefits or insurance from or by Company or any affiliate or subsidiary thereof, except as otherwise specifically provided in this Agreement and Release.

3. Return of All Company Documents and Property. Excluding Scribante's personal files and property (which will be returned to him within three (3) business days of the date hereof), within three (3) business days of the date hereof, Scribante will return to Company all documents and property (including, without limitation, all records, memoranda, notes, correspondence, customer information, reports, manuals, plans, computer discs, tapes and files, printouts, software, presentations and the like, including all copies thereof, computers, telephones, PDAs, equipment, access cards, keys and the like) in his possession or under his control pertaining to Company's business. Scribante will not copy or cause to be copied any of Company's records nor cause a removal of any record, document or property belonging to Company from the premises without authorization from Company. Company agrees that it will facilitate Scribante's transfer into his personal records or computer all of his personal contact information contained in his Company records and files.

4. Ongoing Compliance with Various Obligations.

A. Ongoing Confidentiality Agreement. Scribante hereby reaffirms and restates his continuing obligations as set forth in Section 7(a) of the Employment Agreement to maintain the confidentiality of Company information, which Section 7(a) is hereby incorporated by reference herein and shall remain in full force and effect unaffected by this Agreement and Release. Scribante understands and agrees that, except specifically as provided in Section 7(a) of the Employment Agreement, this is an absolute and strict obligation of confidentiality and nonuse of information important to Company's continued business success. Scribante recognizes and agrees that additional consideration to which he would not otherwise be entitled is being provided to him hereunder for him to reaffirm and agree to his foregoing obligations.

B. Ongoing Noncompetition and Nonsolicitation Agreement. Scribante hereby reaffirms and restates his continuing obligations as set forth in Section 7(b) of the Employment Agreement not to compete with Company, and not to solicit the Company's customers, agents, vendors and employees, for two years from and after the Termination Date on the terms and conditions, and to the extent, set forth in Section 7(b) of the Employment Agreement, which Section 7(b) is hereby incorporated by reference herein and shall remain in full force and effect unaffected by this Agreement and Release. Scribante recognizes and agrees that additional consideration to which he would not otherwise be entitled is being provided to him hereunder for him to reaffirm and agree to his foregoing obligations.

C. Disclosure and Assignment of Inventions and Innovations. Scribante hereby reaffirms and restates his continuing obligations as set forth in Section 7(c) of the Employment Agreement with respect to the disclosure and assignment to Company of all Innovations (as defined in the Employment Agreement), which Section 7(c) is hereby incorporated by reference herein and shall remain in full force and effect unaffected by this Agreement and Release. Scribante recognizes and agrees that additional consideration to which he would not otherwise be entitled is being provided to him hereunder for him to reaffirm and agree to his foregoing obligations.

D. Intellectual Property Unaffected. Scribante understands and agrees that this Agreement and Release does not and shall not supersede any obligations pertaining to confidential/proprietary information or intellectual property pursuant to any agreements that he has previously entered into with Company and Scribante further understands and agrees that in consideration of the Severance Payment and other benefits provided to him pursuant to Section 2 of this Agreement and Release, Scribante's Intellectual Property Agreement with Company is hereby reaffirmed and restated in all respects, is hereby incorporated herein by reference and shall remain in full force and effect unaffected by this Agreement and Release. Scribante shall promptly and fully comply with any request of Company, its attorneys and agents with respect to Company's intellectual property rights. For two years after the Termination Date, Scribante will not initiate, propose, support, or otherwise participate in any acquisition or attempted acquisition (e.g., via the USPTO, license, purchase, or other means) of intellectual property in or related to the fields of lighting or lighting controls. Moreover, Scribante will not take any action, directly or indirectly, that will damage or otherwise impair the value of Company's existing or future intellectual property. Scribante recognizes and agrees that additional consideration to which he would not otherwise be entitled is being provided to him hereunder for him to reaffirm and agree to his foregoing obligations.

E. Equity Grant Agreements Unaffected. Scribante understands and agrees that this Agreement and Release does not and shall not supersede any of his ongoing rights and obligations set forth in the Equity Grant Agreements and Scribante further understands and agrees that in consideration of the Severance Payment and other benefits provided to him pursuant to Section 2 of this Agreement and Release, Scribante's Equity Grant Agreements with Company are hereby reaffirmed and restated in all respects, are hereby incorporated herein by reference and shall remain in full force and effect unaffected by this Agreement and Release. Scribante

recognizes and agrees that additional consideration to which he would not otherwise be entitled is being provided to him hereunder for him to reaffirm and agree to his foregoing obligations.

F. Equitable Relief. In the event of any breach by Scribante of any of the covenants herein contained in this Section 4 (including Sections 7(a), 7(b) and/or 7(c) of the Employment Agreement, his Intellectual Property Agreement and his Equity Grant Agreements), it is specifically understood and agreed that Company shall be entitled, in addition to any other remedy which it may have, to equitable relief by way of injunction or otherwise.

G. Necessary and Reasonable Restrictions. The foregoing restrictions in this Section 4 (including Sections 7(a), 7(b) and 7(c) of the Employment Agreement, his Intellectual Property Agreement and his Equity Grant Agreements) are deemed fair and reasonable to Company and Scribante, and Scribante acknowledges and agrees that these restrictions are necessary to protect Company from the unfair competition of Scribante who, as a result of his long-standing association with, and as an executive and director of, Company, has had access to, used and/or acquired confidential information of Company pertaining to its customers, agents, vendors, business and operations. Scribante acknowledges and agrees that such confidential information is of special and unique value to, and constitutes a valuable asset of, Company, and that the duration and scope of the restrictive covenants contained herein (including Sections 7(a), 7(b) and 7(c) of the Employment Agreement, his Intellectual Property Agreement and his Equity Grant Agreements) are reasonable and necessary to protect Company.

H. Other Agreements. Scribante understands and agrees that this Agreement and Release does not and shall not supersede any obligations pertaining to any non-compete, non-solicitation, and confidentiality agreements that he has previously entered into with the Company, including those contained in the Employment Agreement, his Intellectual Property Agreement and his Equity Grant Agreements, and Scribante further understands and agrees that in consideration of the Severance Payment and other benefits provided to him pursuant to Section 2 of this Agreement and Release, his prior agreements are hereby ratified and reaffirmed in all respects and shall remain in full force and effect in accordance with the respective terms thereof. Scribante also agrees for a period of two years from the Termination Date not to, directly or indirectly, (i) initiate, propose, support, or otherwise participate in any offer to acquire, acquisition, merger, tender offer or other business combination transaction affecting Company; (ii) initiate, propose, support or otherwise participate in any proxy contest, proxy solicitation or shareholder proposal relating to Company; (iii) acquire any additional stock of the Company (other than pursuant to option exercises or stock purchases that are strictly a passive investment and in any event not to exceed total beneficial ownership of five percent (5%) of Company's fully-diluted outstanding common stock); or (iv) attempt to influence or interfere or otherwise adversely affect the Board of Directors, management or affairs of Company. For two years from the Termination Date, Scribante will vote all Company shares beneficially owned by him in favor of any Board of Directors recommendation submitted to a vote of Company's shareholders. Company hereby agrees to indemnify Scribante for any adverse impact to him of the Severance Payment and other consideration paid to him pursuant to this Agreement and Release under Internal Revenue Code Section 409A.

5. Scribante's Release.

A. General Release. In consideration of the Severance Payment and additional benefits provided to Scribante pursuant to Section 2 of this Agreement and Release, Scribante, individually, and as an officer, director, employee and shareholder of Company and in all other capacities, does hereby fully and completely forever discharge, waive and release, and covenants not to sue, Company (including its subsidiaries and affiliates) and its past, present and future employees, agents, representatives, attorneys, officers, directors and shareholders, from and with respect to any and all actions, causes of action, claims, demands, damages, liabilities, costs, expenses and/or compensation of any kind and nature whatsoever (collectively and individually, "Claims") on account of, or in any way growing out of, any and all known and unknown facts, circumstances or matters resulting from or related to (i) Scribante's ownership of stock in Company; (ii) Scribante's employment with Company and his status, position, actions or failure to act in his capacity as an officer, director, employee or representative of Company; (iii) the termination of Scribante's employment with Company; and/or (iv) any or all of the above, except only a breach or default by Company of this Agreement and Release, including, but not limited to Company's failure to pay or provide Scribante any and all amounts or consideration due hereunder. Notwithstanding the foregoing in this Section 5A, Company shall be obligated to indemnify Scribante to the full extent allowed by Wisconsin law and its Bylaws if he is or should become a party or is threatened to be made a party to any formal or informal threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, initiated by a third party (collectively, "Actions" and individually an "Action"), by reason of the fact that he is or was a director or officer of Company (or any subsidiary or affiliate thereof), or by reason of the fact that Scribante is or was a director or officer of Company (or any subsidiary or affiliate thereof) and is or was serving at the request of Company as a director, officer, employee, consultant or agent of another corporation, partnership, joint venture, trust or other enterprise, or is or was serving at the request of Company as a fiduciary of an employee benefit plan or as an employee or agent of Company (or any subsidiary or affiliate thereof), against (a) reasonable expenses actually incurred by him, including without limitation, attorneys' fees actually and reasonably incurred by him in connection with any Action; (b) amounts actually and reasonably incurred by him in

settlement of any Action; and (c) judgments, fines, penalties or other amounts actually incurred by him pursuant to an adjudication of liability in connection with any Action.

B. Specific Release. By way of example only and without in any way limiting the generality of the foregoing release language set forth in Section 5A above, Scribante's release includes a complete release of any and all Claims under or based on (i) Title VII of the Civil Rights Act of 1964, as amended, 42 U.S.C. §2000e et seq.; (ii) the Americans with Disabilities Act of 1991, 42 U.S.C. §1211-1217; (iii) the Rehabilitation Act of 1973, as amended, through 1988; (iv) the Employment Retirement Income Security Act of 1974, 29 U.S.C. §1001 et seq.; (v) the Fair Labor Standards Act of 1938, 29 U.S.C. §201 et seq.; (vi) the National Labor Relations Act, 29 U.S.C. §151 et seq.; (vii) the Family and Medical Leave Act of 1993, 29 U.S.C. §2601 et seq.; (viii) the Wisconsin Fair Employment Law, § 111.33, et seq., Wis. Stats.; (ix) the Wisconsin Family and Medical Leave Act, § 103.10, Wis. Stats.; (x) any other federal, state or local statute, ordinance or regulation dealing in any respect with employment, discrimination or retirement of employment; (xi) any alleged wrongful or retaliatory discharge, breach of an oral or written contract, misrepresentation, defamation, interference with contract or tortious conduct; and (xii) any alleged breach of fiduciary duty or other claim relating to Scribante's past, current and/or continuing ownership of stock.

C. Complete Bar of Claims. It is the intention of Scribante in executing this Agreement and Release that these provisions of this Section 5, subject to the exceptions set forth in Section 5A above, shall be effective as a complete bar to each and every Claim hereinabove described and that these provisions shall be binding upon Scribante and his agents, attorneys, personal representatives, executors, administrators, heirs, beneficiaries, successors and assigns.

6. Company's Release.

A. General Release. Company does hereby fully and completely forever discharge, waive and release, and covenants not to sue, Scribante (including his agents, representatives and attorneys) from any and all Claims on account of, or in any way growing out of, any and all known and unknown facts, circumstances or matters resulting from or related to Scribante's (i) status, position, actions or failure to act in his capacity as an officer, director, employee, shareholder or representative of Company (or any subsidiary or affiliate thereof); (ii) employment with Company; and (iii) the termination of his employment with Company, or any of the above, or for any other reason, except only a breach or default by Scribante of this Agreement and Release or the continuing provisions of the Employment Agreement, the Intellectual Property Agreement or the Equity Grant Agreements applicable to Scribante pursuant to Section 4 above.

B. Complete Bar of Claims. It is the intention of Company in executing this Agreement and Release that these provisions of this Section 6, subject to the exceptions set forth in Section 6A above, shall be effective as a complete bar to each and every Claim hereinabove described and that those provisions shall be binding upon Company (or any subsidiary or affiliate thereof) and its agents, representatives, administrators, beneficiaries, successors and assigns.

7. Acceptance. Scribante acknowledges that he has had sufficient time to read this Agreement and Release and consider his acceptance of this Agreement and Release and voluntarily enters into this Agreement and Release with full knowledge of its meaning and consequences. In entering into this Agreement and Release, Scribante has been represented by legal counsel and is otherwise relying on his own judgment and knowledge and not on representations or statements made by Company, its shareholders, directors, officers, employees, attorneys or agents. Scribante has executed this Agreement and Release in consideration for the Severance Payment, benefits and other consideration described above and Scribante acknowledges and agrees that such Severance Payment, other benefits and other consideration represent substantial consideration in addition to anything of value that he is otherwise entitled to receive from Company under his Employment Agreement or otherwise. The Severance Payment, other additional benefits and other consideration described above are sufficient to fully support this Agreement and Release and the termination of Scribante without Cause from his employment with Company.

8. Non-Admission. The parties execution of this Agreement and Release is not to be construed an admission of any wrongdoing or liability whatsoever by or on behalf of either party, or his or its respective directors, officers, employees, representatives, attorneys or agents.

9. Governing Law. This Agreement and Release shall be construed and enforced in accordance with the laws of the State of Wisconsin.

10. Relationship of Severance Payment to Scribante's Rights Under Other Benefit Plans. Scribante agrees that the Severance Payment, other additional benefits and other consideration payable to him hereunder shall not be taken into account for purposes of determining any of his benefits under any qualified or nonqualified benefit plans of Company.

11. Violation of this Agreement and Release. If either party breaches or violates this Agreement and Release and/or the continuing provisions of the Employment Agreement, the Intellectual Property Agreement or the Equity Grant Agreements applicable to Scribante pursuant to Section 4 in any way (a "Breach"), or if either party brings an action asking that this Agreement and Release be revoked, declared invalid or unenforceable, then if either party's action against the other party is unsuccessful, or if either party successfully brings an action against the other party for such other party's Breach, the unsuccessful party hereby agrees that he or it will pay all costs, expenses and reasonable attorneys' fees incurred by the successful party in its successful defense against the action that the unsuccessful party brought or in the successful party's successful prosecution of the action it brought against the unsuccessful party.

12. Entire Agreement. This Agreement and Release, including the continuing provisions of the Employment Agreement, the Intellectual Property Agreement and the Equity Grant Agreements pursuant to Section 4, constitutes the entire agreement between the parties with respect to the subject matter hereof.

13. Counterparts; Delivery. This Agreement and Release may be executed by the parties in separate counterparts and may be legally delivered by any electronic means.

IN WITNESS WHEREOF, the parties have duly executed this Agreement and Release as of the date first set forth above.

ORION
ENERGY
SYSTEMS, ORION ENERGY
INC. SYSTEMS, INC.

By: /s/ Michael W. Altschaefl
Michael W. Altschaefl
Chief Executive Officer and
Board Chair

/s/ John H. Scribante
John H. Scribante

Subsidiaries

Entity	Jurisdiction of Organization
Great Lakes Energy Technologies, LLC	Wisconsin
Clean Energy Solutions, LLC	Wisconsin
Orion Asset Management, LLC	Wisconsin
Orion LED Canada, Inc.	British Columbia, Canada

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Orion Energy Systems, Inc.
Manitowoc, Wisconsin

We hereby consent to the incorporation by reference in the Registration Statement Forms S-8 (No. 333-148401, 333-169611, 333-176176, and 333-213042) and S-3 (333-193411 and 333-216324) of Orion Energy Systems, Inc. of our reports dated June 13, 2017, relating to the consolidated financial statements and financial statement schedule, and the effectiveness of Orion Energy Systems, Inc.'s internal control over financial reporting, which appear in this Form 10-K. Our report on the effectiveness of internal control over financial reporting expresses an adverse opinion on the effectiveness of the Company's internal control over financial reporting as of March 31, 2017.

/s/ BDO USA, LLP
Milwaukee, Wisconsin
June 13, 2016

Certification of Chief Executive Officer
Pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934

I, Michael W. Altschaefl, certify that:

1. I have reviewed this Annual Report on Form 10-K of Orion Energy Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 13, 2017

/s/ Michael W. Altschaefl

Michael W. Altschaefl

Chief Executive Officer

**Certification of Chief Financial Officer
Pursuant to Rule 13a-14(a) or 15d-14(a) under the Securities Exchange Act of 1934**

I, William T. Hull, certify that:

1. I have reviewed this Annual Report on Form 10-K of Orion Energy Systems, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
 - a. Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
 - b. Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
 - c. Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
 - d. Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
 - a. All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
 - b. Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: June 13, 2017

/s/ William T. Hull

William T. Hull

Chief Financial Officer, Chief Accounting Officer and Treasurer

**Written Statement of the Chief Executive Officer and Chief Financial Officer
Pursuant to 18 U.S.C. Section 1350**

Solely for the purposes of complying with 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, we, the undersigned Chief Executive Officer and Chief Financial Officer of Orion Energy Systems, Inc. (the "Company"), hereby certify, based on our knowledge, that the Annual Report on Form 10-K of the Company for the twelve-month period ended March 31, 2017, (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934 and that information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

/s/ Michael W. Altschaeffl

Michael W. Altschaeffl
Chief Executive Officer

/s/ William T. Hull

William T. Hull
Chief Financial Officer,
Chief Accounting Officer and Treasurer

Date: June 13, 2016