
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

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

Date of Report (Date of earliest event reported): November 27, 2012

ORION ENERGY SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Wisconsin
(State or other jurisdiction
of incorporation)

01-33887
(Commission
File Number)

39-1847269
(IRS Employer
Identification No.)

2210 Woodland Drive, Manitowoc, Wisconsin
(Address of principal executive offices, including zip code)

(920) 892-9340
(Registrant's telephone number, including area code)

Not Applicable
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 5.02(a). Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 27, 2012, Orion Energy Systems, Inc. (the “Company”) received correspondence from Neal R. Verfuert in which Mr. Verfuert resigned from the Company’s Board of Directors effective immediately as a result of an alleged disagreement with the Company. Mr. Verfuert was not serving on any committees of the Board of Directors at the time of his resignation. The Company believes that Mr. Verfuert’s alleged disagreement relates to the Board of Directors’ appointment of John H. Scribante as the Company’s new Chief Executive Officer on September 27, 2012 in replacement of Mr. Verfuert, and/or the Board of Directors’ subsequent termination of Mr. Verfuert’s employment as Chairman Emeritus/Founder for cause on November 9, 2012. A copy of Mr. Verfuert’s letter of resignation and further correspondence is attached hereto as Exhibit 17.

Item 9.01(d). Financial Statements and Exhibits.

Exhibit 17 Correspondence from Neal R. Verfuert dated November 27, 2012 and November 29, 2012

SIGNATURES

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

ORION ENERGY SYSTEMS, INC.

Date: November 30, 2012

By: /s/ Scott R. Jensen
Scott R. Jensen
Chief Financial Officer

November 27, 2012

Mr James Kackley
Chairman of the Board
Orion Energy Systems Inc

Jim,

The Orion Board of Directors have allowed and/or sanctioned numerous deliberate actions that include but not limited to: Activities that are adversely affecting my ability to perform my duties as a Board Member. Causing me considerable emotional and financial duress ,and likely damaging my reputation in the industry/community. Furthermore I cannot by virtue of my presence, condone the behavior and certain actions taken by the board , that I believe to be at a minimum a violation of our "Code of Conduct" and adversely affecting our shareholders. Therefore I must resign as a member of the Orion Board of Directors effective immediately.

Respectfully Submitted,
Neal R Verfueth
Founder/Shareholder

FROM: Neal Verfueth
DATE: November 29, 2012
TO: Jim Kackley
CC: Tom Schueller; Stuart Ralsky; Sheena Conners

Subject: Re Resignation

Jim,

Just so we are clear, the reasons I am resigning include but are not limited to many, if not all of the issues I discovered and reported to you, and as were filed in my Whistleblower complaint as reported to Tom Schueller and Stuart Ralsky.

Neal R Verfueth