
**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): May 14, 2010

ORION ENERGY SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

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| Wisconsin (State or other Jurisdiction of Incorporation) | 01-33887 (Commission File Number) | 39-1847269 (IRS Employer Identification No.) |
| 2210 Woodland Drive, Manitowoc, WI (Address of Principal Executive Offices) | | 54220 (Zip Code) |

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

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

(a) Not applicable.

(b) James R. Kackley will be retiring as President and Chief Operating Officer of Orion Energy Systems, Inc. (the "Company") effective May 14, 2010. He will continue to serve as a director of the Company and has been nominated by the Company's Board of Directors and intends to stand for re-election as a director at the Company's 2010 annual meeting of shareholders.

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

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: May 14, 2010

By: /s/ Neal R. Verfuerrh
Neal R. Verfuerrh
Chairman and Chief Executive Officer