

ORION ENERGY SYSTEMS, INC.

Form 8-K

November 03, 2011

**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 2, 2011**

**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, 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))

**Item 2.02. Results of Operations and Financial Condition.**

On November 2, 2011, Orion Energy Systems, Inc. (the Company) issued a press release announcing its quarterly financial results for its fiscal 2012 second quarter ended September 30, 2011. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K. Also furnished as Exhibit 99.2 is certain supplemental financial information posted on the Company's website at www.oesx.com.

**Item 8.01. Other Events.**

On November 2, 2011, the Company issued a press release announcing that its Board of Directors has approved a share repurchase program, authorizing the Company to repurchase in the aggregate up to \$1,000,000 of its outstanding common stock. A copy of the press release is attached hereto as Exhibit 99.3 and is incorporated into this Item 8.01 by reference.

**Item 9.01 Financial Statements and Exhibits.**

(d):

- Exhibit 99.1 Press Release of Orion Energy Systems, Inc., dated November 2, 2011, regarding quarterly financial results for its fiscal 2012 second quarter ended September 30, 2011.
- Exhibit 99.2 Supplemental Financial Information.
- Exhibit 99.3 Press Release of Orion Energy Systems, Inc., dated November 2, 2011, regarding the share repurchase program.

**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 2, 2011

By: /s/ NEAL R. VERFUERTH  
**Neal R. Verfuertth**  
**Chief Executive Officer**