

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

<b>1. Name and Address of Reporting Person*</b> <u>Green Scott A.</u> _____ (Last) (First) (Middle) <u>2210 WOODLAND DRIVE</u> _____ (Street) <u>MANITOWOC WI 54220</u> _____ (City) (State) (Zip)	<b>2. Date of Event Requiring Statement (Month/Day/Year)</b> <u>08/03/2016</u>	<b>3. Issuer Name and Ticker or Trading Symbol</b> <u>ORION ENERGY SYSTEMS, INC. [ OESX ]</u>	
		<b>4. Relationship of Reporting Person(s) to Issuer (Check all applicable)</b> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <u>Executive Vice President</u>	<b>5. If Amendment, Date of Original Filed (Month/Day/Year)</b> <u>08/09/2016</u>
		<b>6. Individual or Joint/Group Filing (Check Applicable Line)</b> <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person	

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	108,780 <sup>(1)</sup>	D	
Common Stock	163,743	I	By ANKMC, LLC <sup>(2)</sup>

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date				

**Explanation of Responses:**

1. This amended Form 3 is being filed to correct the number of shares held directly and indirectly by the reporting person at the time of the initial filing. The reporting person's initial Form 3 and subsequent Form 4 filings inadvertently over-reported a holding of 125,270 shares held indirectly by the reporting person's 401k plan that had been disposed of prior to his becoming a Section 16 reporting person. In addition, the reporting person's initial Form 3 and subsequent Form 4 filings inadvertently under-reported the reporting person's direct holdings by 50,000 shares that the reporting person held in an IRA at the time he became a Section 16 reporting person. The net amount of over-reported direct holdings, and the under-reported indirect holdings, result in the reporting person holding a total of 75,270 fewer shares than originally reported on the reporting person's amended and restated Form 3 filed on August 22, 2016.

2. Shares owned by ANKMC, LLC, of which the reporting person is the sole member.

/s/ Steven R. Barth,  
Attorney-in-Fact for Scott A. Green 03/25/2020

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

\* If the form is filed by more than one reporting person, see Instruction 5 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.