

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): April 29, 2009

ORION ENERGY SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

Wisconsin

01-33887

39-1847269

(State or other
jurisdiction of
incorporation)

(Commission File
Number)

(IRS Employer
Identification No.)

1204 Pilgrim Road, Plymouth, Wisconsin 53073

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

- (a) Not applicable.
(b) Not applicable.
(c) Not applicable.

(d) On April 29, 2009, the Board of Directors (the "Board") of Orion Energy Systems, Inc. (the "Company") appointed Mark C. Williamson as a Class II director of the Company with an initial term continuing until the 2009 annual meeting of shareholders. Mr. Williamson is a partner of Putnam Roby Williamson Communications of Madison, Wisconsin and specializes in energy utility matters, emphasizing infrastructure planning, permitting and construction.

The Board has determined that Mr. Williamson is independent under the listing standards of the Nasdaq Global Market. Mr. Williamson has not yet been appointed to any committees of the Board.

As a non-employee director, Mr. Williamson will receive the compensation paid to all non-employee directors of the Company in accordance with the Company's Non-Employee Director Compensation Plan.

There are no arrangements between Mr. Williamson and any other person pursuant to which Mr. Williamson was elected to serve as a director, nor are there any transactions in which the Company is a participant in which Mr. Williamson has a material interest.

The Company's press release issued on April 30, 2009 announcing Mr. Williamson's appointment to the Board is filed herewith as Exhibit 99.1 and incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

- (a) Not applicable.
- (b) Not applicable.
- (c) Not applicable.
- (d) Exhibits. The following exhibit is being filed herewith:
 - (99.1) Press release dated April 30, 2009.

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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: April 30, 2009

By: /s/ Neal R. Verfuert
Neal R. Verfuert
President and Chief Executive Officer

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ORION ENERGY SYSTEMS, INC.

Exhibit Index to Current Report on Form 8-K

Exhibit
Number

(99.1) Press release dated April 30, 2009.

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Orion Energy Systems Names Mark Williamson to Board of Directors

Utility industry veteran brings valuable energy industry expertise to position

MANITOWOC, Wis. — April 30, 2009 — Orion Energy Systems, Inc. (Nasdaq: OESX) announced today that Mark Williamson has been appointed to the energy management company's board of directors. Williamson joins Thomas Quadracci, James Kackley, Russell Flaum and Roland Stephenson as an independent, outside director on Orion's seven member board.

Williamson, a partner of Putnam Roby Williamson Communications of Madison, Wis., specializes in energy utility matters, emphasizing infrastructure planning, permitting and construction.

Williamson has more than 30 years of executive-level utility experience and is nationally renowned for his record of success in accomplishing large-scale utility projects.

Prior to his partnership at Putnam Roby Williamson Communications, Williamson was vice president of major projects for American Transmission Company, served as executive vice president and chief strategic officer with Madison Gas and Electric Company, and was a trial attorney with the Madison firm Geisler and Kay S.C.

"Mark's experience in the energy industry adds valuable expertise to the Board of Directors," said Orion Energy Systems Chairman Thomas Quadracci. "Mark has proven himself as somebody who is both a creative thought leader and a practical 'can do' executive. Mark's counsel will be indispensable as Orion works with utilities to achieve cost effective capacity gains through permanent, distributed, load reduction initiatives."

Orion is a leading power technology enterprise that designs, manufactures and deploys energy management systems, consisting primarily of high-performance, energy-efficient lighting systems, controls and direct renewable products for the commercial and industrial sector.

Orion has deployed its energy management systems in 4,387 facilities across North America. Since 2001, Orion technology has displaced more than 423 megawatts, saving customers more than \$514 million and reducing indirect carbon dioxide emissions by 4.3 million tons. Orion's technology was recently recognized internationally with the Platts Global Energy Award for the single most innovative and sustainable green technology of 2008. For more information, visit www.oesx.com.

Media Contact

Linda Diedrich

Director Corporate Communications

(920) 482-1988

ljd@oes1.com

Investor Relations Contact

Erik Birkerts

Chief Operating Officer

(290) 482-1924

ebirkerts@oriones.com