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**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): June 23, 2010**

**ORION ENERGY SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

<b>Wisconsin</b> (State or other Jurisdiction of Incorporation)	<b>01-33887</b> (Commission File Number)	<b>39-1847269</b> (IRS Employer Identification No.)
<b>2210 Woodland Drive, Manitowoc, WI</b> (Address of Principal Executive Offices)		<b>54220</b> (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) Not applicable.

(c) Not applicable.

(d) On June 23, 2010, the Board of Directors (the "Board") of Orion Energy Systems, Inc. (the "Company") appointed Elizabeth Gamsky Rich as a Class I director of the Company with an initial term continuing until the 2011 annual meeting of shareholders. Ms. Rich is an attorney practicing in the areas of energy, environmental, real estate, business law and related litigation.

The Board has determined that Ms. Rich is independent under the listing standards of the NYSE Amex LLC and has appointed her to the Compensation Committee and the Nominating and Corporate Governance Committee of the Board.

As a non-employee director, Ms. Rich 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 Ms. Rich and any other person pursuant to which Ms. Rich was elected to serve as a director, nor are there any transactions in which the Company is a participant in which Ms. Rich has a material interest.

The Company's press release issued on June 25, 2010 announcing Ms. Rich'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 June 25, 2010.

**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: June 25, 2010

By: /s/ Neal R. Verfueth  
Neal R. Verfueth  
Chairman 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 June 25, 2010.

*For immediate release:*



**Elizabeth Rich appointed to Orion Energy Systems' board of directors**

*Accomplished attorney brings extensive experience in business and environmental law*

**MANITOWOC, Wis. — June 25, 2010** — Orion Energy Systems Inc. (NYSE Amex: OESX) announced that Elizabeth Rich has been appointed to the power technology enterprise's board of directors.

Rich joins Thomas Schueller, Tom Quadracci, Rollie Stephenson, Mark Williamson and Mike Altschaeffl as an independent, outside director on Orion's board.

Rich is an accomplished, Plymouth, Wis.-based attorney and principal of the law firm Elizabeth Gamsky Rich & Associates SC, which focuses on energy, the environment, business law, and real estate law.

Rich has extensive experience as an environmental law attorney, having litigated at administrative hearings before the Wisconsin Public Service Commission, the state Department of Natural Resources, the U.S. Environmental Protection Agency, circuit courts, federal district courts, Wisconsin appellate courts and the Wisconsin Supreme Court.

She joined the Milwaukee office of Godfrey & Kahn S.C. in 1984 as its first environmental law attorney, practicing with the firm until 1995 when she joined Whyte Hirschboeck Dudek S.C., where Rich was responsible for the firm's 12-attorney environmental practice group. Rich has also served as shareholder and principal of Frazer Shapiro & Rich S.C.

Rich also served on the board of directors for Outpost Natural Foods, Gateway 2 Center Inc. and the Wisconsin State Bar Board of Governors, and currently serves on the board of directors for Plymouth Art Foundation and the Farm-to-Consumer Legal Defense Foundation.

"Elizabeth has a passion for the issues we face and is committed to helping us drive growth," said Orion Energy Systems' Chairman and CEO Neal Verfueth. "Elizabeth's innate understanding of our brand and her extensive experience with environmental legislation and legal matters will be invaluable."

Orion has deployed its energy management systems in 5,612 facilities across North America, including 120 of the Fortune 500 companies. Since 2001, Orion technology has displaced more than 527 megawatts, saving customers more than \$856 million and reducing indirect carbon dioxide emissions by 7.3 million tons.

**Orion Energy Systems Inc. (NYSE Amex: OESX)** is a leading power technology enterprise that designs, manufactures and deploys energy management systems, consisting primarily of high-performance, energy-efficient lighting platforms, intelligent wireless control systems and direct renewable solar technology for commercial and industrial customers without compromising their operations. For more information, visit [www.oesx.com](http://www.oesx.com). Follow us on [Twitter](#), [Facebook](#) or [YouTube](#).

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