

**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): August 8, 2024

ORION ENERGY SYSTEMS, INC.

(Exact name of registrant as specified in its charter)

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)

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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol(s)	Name of Each Exchange on Which Registered
Common stock, no par value	OESX	The Nasdaq Stock Market LLC (NASDAQ Capital Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

On August 8, 2024, Orion Energy Systems, Inc. (the “Company”) held its 2024 Annual Meeting of Shareholders (the “2024 Annual Meeting”). As of the June 21, 2024 record date for the determination of the shareholders entitled to notice of, and to vote at, the 2024 Annual Meeting, 32,742,950 shares of common stock of the Company were outstanding and entitled to vote, each entitled to one vote per share. Approximately 71% of all votes were represented at the 2024 Annual Meeting in person or by proxy. At the 2024 Annual Meeting, the Company’s shareholders voted on the following proposals:

Proposal One—Election of Directors: To elect three Class II directors, Ellen B. Richstone, Richard A. Shapiro and Heather L. Wishart-Smith, to serve until the Company’s 2027 Annual Meeting of Shareholders, in each case, until their successors have been duly elected and qualified. In accordance with the voting results listed below, each of the nominees were elected as directors by over 90% of the votes cast.

<u>Name</u>	<u>For</u>	<u>Withheld</u>	<u>Broker Non-Votes</u>
Ellen B. Richstone	12,629,538	1,288,317	9,466,919
Richard A. Shapiro	13,163,390	754,465	9,466,919
Heather L. Wishart-Smith	12,632,209	1,285,646	9,466,919

Proposal Two—Say-On-Pay: To conduct an advisory vote to approve the compensation of the Company’s named executive officers as disclosed in the Definitive Proxy Statement. In accordance with the voting results listed below, the Company’s executive compensation as disclosed in the Definitive Proxy Statement has been approved by 88% of the votes cast.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
12,197,958	1,534,288	185,609	9,466,919

Proposal Three—Ratification of Independent Public Accountant: To ratify BDO USA, P.C. to serve as the Company’s independent registered public accounting firm for its 2025 fiscal year. In accordance with the voting results listed below, BDO USA, P.C. was ratified by over 99% of the votes cast and BDO USA, P.C. will serve as the independent registered certified public accountants for the Company’s fiscal 2025.

<u>For</u>	<u>Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
22,822,559	126,035	436,180	0

SIGNATURE

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: August 13, 2024

By: /s/ J. Per Brodin
J. Per Brodin
Chief Financial Officer