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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 23, 2011**

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**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, 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))
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**Item 8.01. Other Events.**

On November 23, 2011, Orion Energy Systems, Inc. (the "Company") issued a press release announcing that its Board of Directors has approved an increase to the previously announced \$1,000,000 share repurchase program. The increase authorizes the Company to repurchase in the aggregate up to \$2,500,000 of its outstanding common stock. A copy of the press release is attached hereto as Exhibit 99.1 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 23, 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 29, 2011

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

**Orion Energy Systems, Inc. Announces Increase of Share Repurchase Program**

MANITOWOC, Wis. – (BUSINESS WIRE) – November 23, 2011 – Orion Energy Systems Inc. (NYSE Amex: OESX), a leading power technology enterprise, announced today that its Board of Directors has approved an increase to the previously announced \$1,000,000 share repurchase program. The increase authorizes the Company to repurchase in the aggregate up to \$2,500,000 of its outstanding common stock. Purchases by the Company under this program may be made from time to time in open market purchases, privately negotiated transactions, accelerated stock repurchase programs or otherwise, as determined by the Company's management.

This program does not obligate the Company to acquire any particular amount of common stock. The pace of repurchase activity will depend on factors such as current stock price, market conditions and other factors. The share repurchase program may be suspended, modified or discontinued at any time and has no set expiration date.

**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 quantity or quality of light. For more information, visit [www.oesx.com](http://www.oesx.com).

Orion Energy Systems, Inc.

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