

**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 11, 2023**

**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**

(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

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

*Approval of Amended and Restated 2016 Omnibus Incentive Plan*

At the 2023 Annual Meeting of Shareholders of Orion Energy Systems, Inc. (the “Company”), held on August 10, 2023 (the “2023 Annual Meeting”), the Company’s shareholders approved the Orion Energy Systems, Inc. 2016 Omnibus Incentive Plan, as amended and restated (the “Amended 2016 Plan”). Approval of the Amended 2016 Plan increased the number of shares of the Company’s common stock available for issuance under the Amended 2016 Plan from 3,500,000 shares to 6,000,000 shares (an increase of 2,500,000 shares) and extended the term of the Amended 2016 Plan to the tenth (10th) anniversary of the date of the 2023 Annual Meeting.

Except as previously disclosed in the Company’s definitive proxy statement filed with the Securities and Exchange Commission on June 30, 2023 (the “Definitive Proxy Statement”), the Company cannot currently determine the benefits, if any, to be paid under the Amended 2016 Plan in the future to the Company’s officers, including the Company’s named executive officers.

The Amended 2016 Plan is described in the Definitive Proxy Statement. The description of the Amended 2016 Plan set forth above does not purport to be complete and is qualified in its entirety by reference to the full text of the Amended 2016 Plan, a copy of which is filed as Exhibit 10.1 to this Current Report on Form 8-K and incorporated by reference herein.

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

As noted above, on August 10, 2023, the Company held its 2023 Annual Meeting. As of the June 14, 2023 record date for the determination of the shareholders entitled to notice of, and to vote at, the 2023 Annual Meeting, 32,501,846 shares of common stock of the Company were outstanding and entitled to vote, each entitled to one vote per share. Approximately 73% of all votes were represented at the 2023 Annual Meeting in person or by proxy. At the 2023 Annual Meeting, the Company’s shareholders voted on the following proposals: Proposal One—Election of Directors: To elect one Class I director, Michael H. Jenkins, to serve until the Company’s 2026 Annual Meeting of Shareholders, and one Class II director, Heather L. Wishart-Smith, to serve until the Company’s 2024 Annual Meeting of Shareholders, in each case, until their successors have been duly elected and qualified. In accordance with the voting results listed below, Mr. Jenkins and Ms. Wishart-Smith were elected as directors by over 95% of the votes cast.

<b>Name</b>	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Votes</b>
Michael H. Jenkins	15,877,246	190,216	7,695,099
Heather L. Wishart-Smith	15,305,442	762,020	7,695,099

*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 93% of the votes cast.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
14,835,538	1,115,754	116,170	7,695,099

*Proposal Three—Say-When-On-Pay:* To conduct an advisory vote on the frequency of the advisory shareholder vote on the compensation of the Company’s named executive officers. In accordance with the voting results listed below, the Company will conduct an advisory vote on executive compensation every year until the next required advisory vote on the frequency of future advisory votes on executive compensation as required pursuant to Section 14A of the Securities and Exchange Act of 1934, as amended, and the rules and regulations promulgated thereunder.

<b>One Year</b>	<b>Two Years</b>	<b>Three Years</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
14,325,306	23,562	1,663,383	55,211	7,695,099

*Proposal Four—Approval of Amended and Restated 2016 Omnibus Incentive Plan:* To approve the Amended 2016 Plan. In accordance with the voting results listed below, the Amended 2016 Plan has been approved by over 75% of the votes cast.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
12,040,377	3,936,057	91,028	7,695,099

*Proposal Five—Ratification of Independent Public Accountant:* To ratify BDO USA, LLP to serve as the Company’s independent registered public accounting firm for its 2024 fiscal year. In accordance with the voting results listed below, BDO USA, LLP was ratified by over 99% of the votes cast and BDO USA, LLP will serve as the independent registered certified public accountants for the Company’s fiscal 2024.

<b>For</b>	<b>Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
23,537,437	126,905	98,219	0

**Item 9.01 Financial Statements and Exhibits.**

<i>Exhibit 10.1</i>	<a href="#">Orion Energy Systems, Inc. 2016 Omnibus Incentive Plan, as amended and restated (Incorporated by reference to Annex A to the Company’s definitive proxy statement filed with the Securities and Exchange Commission on Schedule 14A on June 30, 2023).</a>
<i>Exhibit 104</i>	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: August 11, 2023

By: /s/ J. Per Brodin

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J. Per Brodin  
Chief Financial Officer

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