

☐ Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

☐ Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

OMB APPROVAL	
OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

1. Name and Address of Reporting Person * <u>BRODIN J PER</u> (Last) (First) (Middle) <u>2210 WOODLAND DRIVE</u> (Street) <u>MANITOWOC WI 54220</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>ORION ENERGY SYSTEMS, INC.</u> [<u>OESX</u>] Foreign Trading Symbol	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>EVP, CFO, CAO & Treasurer</u>
	3. Date of Earliest Transaction (Month/Day/Year) <u>08/11/2026</u>	
	4. If Amendment, Date of Original Filed (Month/Day/Year)	

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/11/2026		A ⁽¹⁾		9,000	A	\$0	85,263 ⁽²⁾	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Options (right to buy)	\$19.75	08/11/2026		A		17,500		(3)	08/11/2036	Common Stock	17,500	\$0	17,500	D	
Stock Options (right to buy)	\$6							(4)	07/17/2035	Common Stock	12,500		12,500	D	

Explanation of Responses:

1. Restricted stock granted to the reporting person under the Orion Energy Systems, Inc. 2016 Omnibus Incentive Plan. The restricted stock vests and becomes exercisable with respect to 1/3 of the restricted stock on each of August 11, 2027, 2028 and 2029, respectively.
2. The amount of common stock beneficially owned by reporting person has been adjusted to reflect the forfeiture of 16,548 performance shares for which performance conditions were not met.
3. Option to buy shares of common stock granted to the reporting person under the Orion Energy Systems, Inc. 2016 Omnibus Incentive Plan. This option was granted August 11, 2026 and becomes exercisable, if at all, in three equal increments if the average closing sale price of Orion Energy Systems, Inc.'s common stock, for five consecutive trading days during the three calendar years immediately following the date of the grant, equals or exceeds \$30.00, \$40.00 and \$50.00, respectively, provided Mr. Brodin remains in Orion Energy Systems, Inc.'s employment until the applicable vesting date.
4. Option to buy shares of common stock granted to the reporting person under the Orion Energy Systems, Inc. 2016 Omnibus Incentive Plan. This option was granted July 18, 2025 and becomes exercisable, if at all, in three equal increments if the average closing sale price of Orion Energy Systems, Inc.'s common stock, for five consecutive trading days during the three calendar years immediately following the date of the grant, equals or exceeds \$30.00, \$40.00 and \$50.00, respectively, provided Mr. Brodin remains in Orion Energy Systems, Inc.'s employment until the applicable vesting date.

/s/ Garrett F. Bishop, Attorney-in-Fact for J. Per Brodin 08/12/2026
** Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.