

ORION ENERGY SYSTEMS, INC.  
 Form 4  
 February 22, 2017

**FORM 4**

UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Scribante John H

2. Issuer Name and Ticker or Trading Symbol  
 ORION ENERGY SYSTEMS, INC.  
 [OESX]

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 2210 WOODLAND DRIVE  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/21/2017

Director  10% Owner  
 Officer (give title below)  Other (specify below)

MANITOWOC, WI 54220  
 (City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 or Price		
Common Stock					630,981	D	
Common Stock	02/21/2017		P		20,000	A	By IRA
Common Stock					\$ 1.7603		
Common Stock					40,000	I	By TMS Trust <sup>(1)</sup>
Common Stock					84,648	I	

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

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SEC 1474 (9-02)

number.

**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 Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 2.5					<u>(2)</u>	06/02/2016	Common Stock	40,000
Stock Options (right to buy)	\$ 5.35					<u>(3)</u>	08/08/2018	Common Stock	21,452
Stock Options (right to buy)	\$ 3.78					<u>(4)</u>	05/19/2019	Common Stock	11,759
Stock Options (right to buy)	\$ 3.01					<u>(5)</u>	09/01/2019	Common Stock	250,000
Stock Options (right to buy)	\$ 3.46					<u>(6)</u>	05/18/2020	Common Stock	16,731
Stock Options (right to buy)	\$ 2.03					<u>(7)</u>	06/12/2022	Common Stock	100,000
Stock Options (right to buy)	\$ 1.62					<u>(8)</u>	11/12/2022	Common Stock	100,000

# Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Scribante John H 2210 WOODLAND DRIVE MANITOWOC, WI 54220		X		

# Signatures

/s/ Steven R. Barth, Attorney-in-Fact for John H. Scribante 02/22/2017

Signature of Reporting Person Date

# Explanation of Responses:

- \* 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).
- (1) By the John H. Scribante and Tina M. Scribante TR UA 06/05/01 TMS Trust.
  - (2) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted June 2, 2006, became fully exercisable on March 31, 2011.
  - (3) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted August 8, 2008, became exercisable in 20% increments on August 8, 2009, 2010, 2011, 2012 and 2013, respectively.
  - (4) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 19, 2009, became exercisable in 20% increments on May 19, 2010, 2011, 2012, 2013 and 2014, respectively.
  - (5) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted September 1, 2009, will vest and become exercisable in 50,000 share increments when the average trading price of the Issuer's common stock equals or exceeds \$4.00, \$5.00, \$6.00, \$7.00 and \$ 8.00 per share.
  - (6) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted May 18, 2010, became exercisable in 20% increments on May 18, 2011, 2012, 2013, 2014 and 2015, respectively.
  - (7) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted June 12, 2012, vests and becomes exercisable in 20% increments on June 12, 2013, 2014, 2015, 2016 and 2017, respectively.
  - (8) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted November 12, 2012, became exercisable in three equal installments on November 12, 2013, 2014 and 2015, respectively.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.