ORION ENERGY SYSTEMS, INC.
Form SC 13G/A
February 11, 2009

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

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(AMENDMENT NO. 1)*

ORION ENERGY SYSTEMS, INC.

(Name of Issuer)

Common Stock, no par value

(Title of Class of Securities)

686275108

(CUSIP Number)

December 31, 2008

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

[_] Rule 13d-1(b)

[_] Rule 13d-1(c)

[X] Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 686275108

1	NAMES OF REPORTING PERSONS GE Capital Equity Investments, Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [_] (b) [X]
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER 0 (1)	
	6	SHARED VOTING POWER 1,774,832 (1)	
	7	SOLE DISPOSITIVE POWER 0 (1)	
	8	SHARED DISPOSITIVE POWER 1,774,832 (1)	
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,774,832 (1)		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		[_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.8% (1)		
12	TYPE OF REPORTING PERSON CO		

(1) See Item 4 of this Schedule 13G.

CUSIP No. 686275108

1	NAMES OF REPORTING PERSONS General Electric Capital Corporation

2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [_] (b) [X]
3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER 0 (1)
		6	SHARED VOTING POWER 1,774,832 (1)
		7	SOLE DISPOSITIVE POWER 0 (1)
		8	SHARED DISPOSITIVE POWER 1,774,832 (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 1,774,832 (1)		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES		[_]
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) 7.8% (1)		
12	TYPE OF REPORTING PERSON CO		

(1) See Item 4 of this Schedule 13G.

CUSIP No. 686275108

1	NAMES OF REPORTING PERSONS General Electric Capital Services, Inc.		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP		(a) [_] (b) [X]

3	SEC USE ONLY		
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH		5	SOLE VOTING POWER Disclaimed (1)
		6	SHARED VOTING POWER Disclaimed (1)
		7	SOLE DISPOSITIVE POWER Disclaimed (1)
		8	SHARED DISPOSITIVE POWER Disclaimed (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON Disclaimed (1)		
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [_]		
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9) Not applicable		
12	TYPE OF REPORTING PERSON CO		

(1) See Item 4 of this Schedule 13G.

CUSIP No. 686275108

1	NAMES OF REPORTING PERSONS General Electric Company		
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) [_] (b) [X]		
3	SEC USE ONLY		

4	CITIZENSHIP OR PLACE OF ORGANIZATION	
	New York	
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	5	SOLE VOTING POWER Disclaimed (1)
	6	SHARED VOTING POWER Disclaimed (1)
	7	SOLE DISPOSITIVE POWER Disclaimed (1)
	8	SHARED DISPOSITIVE POWER Disclaimed (1)
9	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON	
	Disclaimed (1)	
10	CHECK IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES [_]	
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)	
	Not applicable	
12	TYPE OF REPORTING PERSON	
	CO	

(1) See Item 4 of this Schedule 13G.

5

ITEM 1(a). NAME OF ISSUER:

Orion Energy Systems, Inc. (the "Issuer")

ITEM 1(b). ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES:

2001 Mirro Drive, Manitowoc, Wisconsin 54220

ITEM 2(a). NAME OF PERSON FILING:

This statement is being filed by each of:

GE Capital Equity Investments, Inc. ("GECEI")
General Electric Capital Corporation ("GECC")
General Electric Capital Services, Inc. ("GECS")
General Electric Company ("GE")

GECEI is a subsidiary of GECC; GECC is a subsidiary of GECS; and GECS is a subsidiary of GE.

GECEI, GECC, GECS and GE are referred to herein collectively as the "Reporting Persons."

An agreement among the Reporting Persons that this statement be filed on behalf of each of them is attached hereto as Exhibit 1.

ITEM 2(b). ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE:

The principal business office of GECEI is located at 201 Merritt 7, Norwalk, CT 06851. The principal business office of each of GECC, GECS and GE is located at 3135 Easton Turnpike, Fairfield, CT 06431.

ITEM 2(c). CITIZENSHIP:

Each of GECEI, GECC and GECS is a Delaware corporation. GE is a New York corporation.

ITEM 2(d). TITLE AND CLASS OF SECURITIES:

Common Stock, no par value per share (the "Common Stock")

ITEM 2(e). CUSIP NUMBER:

686275108

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO ss.ss. 240.13d-1(b) OR 240.13d-2(b) OR (c), CHECK WHETHER THE PERSON FILING IS A:

(a) [_] Broker or dealer registered under Section 15 of the Act;

(b) [_] Bank as defined in Section 3(a)(6) of the Act;

(c) [_] Insurance company as defined in Section 3(a)(19) of the Act;

(d) [_] Investment company registered under Section 8 of the Investment Company Act of 1940;

(e) [_] An investment adviser in accordance with Rule 13d-1(b)(1)(ii)(E);

(f) [_] An employee benefit plan or endowment fund in accordance with Rule 13d-1(b)(1)(ii)(F);

(g) [_] A parent holding company or control person in accordance with Rule 13d-1(b)(1)(ii)(G);

(h) [_] A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act;

(i) [_] A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940;

(j) [_] A non-U.S. institution in accordance with ss.

240.13d-1(b)(1)(ii)(J);

(k) [_] Group, in accordance with ss. 240.13d-1(b)(1)(ii)(K).

ITEM 4. OWNERSHIP.

(a)-(c) The responses of the Reporting Persons to Rows 5, 6, 7, 8, 9 and 11 in each of their respective cover pages which relate to the beneficial ownership of the Common Stock of the Issuer are incorporated by reference.

As of December 31, 2008, and the date of this report, GECEI was the direct beneficial owner of 1,774,832 shares of Common Stock of the Issuer, representing approximately 7.8% of the shares of Common Stock outstanding (based on 22,648,887 shares reported as outstanding as of February 4, 2009, by the Issuer in its Form 10-Q for the period ended December 31, 2008, filed on February 9, 2009). GECC may be deemed to beneficially own the shares of Common Stock directly owned by GECEI. Each of GECS and GE expressly disclaims beneficial ownership of the shares of Common Stock beneficially owned by GECEI and GECC.

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS.

If this statement is being filed to report the fact that as of the date hereof the Reporting Persons have ceased to be the beneficial owners of more than five percent of the Common Stock, check the following [_].

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

ITEM 10. CERTIFICATION.

Not applicable.

8

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: February 9, 2009

GE CAPITAL EQUITY INVESTMENTS, INC.

By: /s/ Frank Ertl

Name: Frank Ertl
Title: Senior Managing Director

GENERAL ELECTRIC CAPITAL CORPORATION

By: /s/ Frank Ertl

Name: Frank Ertl
Title: Attorney-in-fact

GENERAL ELECTRIC CAPITAL SERVICES, INC.

By: /s/ Frank Ertl

Name: Frank Ertl
Title: Attorney-in-fact

GENERAL ELECTRIC COMPANY

By: /s/ Frank Ertl

Name: Frank Ertl
Title: Attorney-in-fact

EXHIBIT INDEX

Exhibit No.	Description
1	Joint Filing Agreement
2	Power of Attorney (General Electric Capital Corporation).
3	Power of Attorney (General Electric Capital Services, Inc.).
4	Power of Attorney (General Electric Company).