

ORION ENERGY SYSTEMS, INC.
Form 8-K
January 25, 2011

**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): January 24, 2011

ORION ENERGY SYSTEMS, INC.
(Exact name of registrant as specified in its charter)

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| 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) (Zip Code)
Registrant's telephone number, including area code: **(920) 892-9340**

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))

Item 2.02. Results of Operations and Financial Condition.

On January 24, 2011, Orion Energy Systems, Inc. issued a press release announcing preliminary quarterly financial results for its fiscal 2011 third quarter ended December 31, 2010. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01. Financial Statements and Exhibits.

(a) Not applicable.

(b) Not applicable.

(c) Not applicable.

(d) Exhibits. The following exhibit is being furnished herewith:

(99.1) Press Release of Orion Energy Systems, Inc., dated January 24, 2011.

2

2

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: January 24, 2011

By: /s/ Scott R. Jensen

Scott R. Jensen

Chief Financial Officer and Treasurer

3

3

ORION ENERGY SYSTEMS, INC.

FORM 8-K
EXHIBIT INDEX

Exhibit
Number

(99.1) Press Release of Orion Energy Systems, Inc., dated January 24, 2011.

4

4