

ORION ENERGY SYSTEMS, INC.

Form 4

July 11, 2017

FORM 4

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

OMB APPROVAL

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

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)
07/07/2017

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

MANITOWOC, WI 54220

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

(City) (State) (Zip)

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 Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	07/07/2017		S		2,204	D	\$ 1.2823 (1)	224,612	I	By TMS Trust (2)
Common Stock	07/10/2017		S		11,211	D	\$ 1.226 (3)	213,401	I	By TMS Trust (2)
Common Stock	07/11/2017		S		61,733	D	\$ 1.1631 (4)	151,668	I	By TMS Trust (2)
Common Stock								40,000	I	By IRA

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

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(9-02)

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 or Derivative Security (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 5.35					<u>(5)</u>	08/08/2018	Common Stock	21,452
Stock Options (right to buy)	\$ 3.78					<u>(6)</u>	05/19/2019	Common Stock	11,759
Stock Options (right to buy)	\$ 3.01					<u>(7)</u>	09/01/2019	Common Stock	200,000
Stock Options (right to buy)	\$ 3.46					<u>(8)</u>	05/18/2020	Common Stock	16,731
Stock Options (right to buy)	\$ 2.03					<u>(9)</u>	06/12/2022	Common Stock	80,000
Stock Options (right to buy)	\$ 1.62					<u>(10)</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			Retired

Signatures

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

07/11/2017

__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) The price in Column 4 is a weighted average price. The prices actually received ranged from \$1.28 to \$1.29. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(2) By the John H. Scribante and Tina M. Scribante TR UA 06/05/01 TMS Trust.

(3) The price in Column 4 is a weighted average price. The prices actually received ranged from \$1.20 to \$1.28. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(4) The price in Column 4 is a weighted average price. The prices actually received ranged from \$1.15 to \$1.26. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing a weighted average price.

(5) 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.

(6) 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.

(7) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted September 1, 2009, became 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.

(8) 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.

(9) Grant to reporting person of option to buy shares under the 2004 Stock and Incentive Awards Plan. This option, granted June 12, 2012, became exercisable in four equal installments on June 12, 2013, 2014, 2015 and 2016, respectively.

(10) 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.

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