

Scribante John H
Form 4
July 31, 2017

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)

MANITOWOC, WI 54220

(City) (State) (Zip)

3. Date of Earliest Transaction
(Month/Day/Year)
07/27/2017

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

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)
Common Stock	07/27/2017		S	6,346 D	\$ 1.0325 (1) 76,278	I	By TMS Trust (2)
Common Stock	07/28/2017		S	6,278 D	\$ 1.0449 (3) 70,000	I	By TMS Trust (2)
Common Stock					40,000	I	By IRA

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

**Persons who respond to the collection of
information contained in this form are not**

SEC 1474
(9-02)

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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. Pri Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Options (right to buy)	\$ 5.35					<u>(4)</u>	08/08/2018	Common Stock	21,452
Stock Options (right to buy)	\$ 3.78					<u>(5)</u>	05/19/2019	Common Stock	11,759
Stock Options (right to buy)	\$ 3.01					<u>(6)</u>	09/01/2019	Common Stock	200,000
Stock Options (right to buy)	\$ 3.46					<u>(7)</u>	05/18/2020	Common Stock	16,731
Stock Options (right to buy)	\$ 2.03					<u>(8)</u>	06/12/2022	Common Stock	80,000
Stock Options (right to buy)	\$ 1.62					<u>(9)</u>	11/12/2022	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

Scribante John H
2210 WOODLAND DRIVE X Retired
MANITOWOC, WI 54220

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for John H. 07/31/2017
Scribante

__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).
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$1.03 to \$1.05. The reporting person has
- (1) 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.
- The price in Column 4 is a weighted average price. The prices actually received ranged from \$1.04 to \$1.05. The reporting person has
- (3) 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) 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.
- (5) 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.
- 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.
- (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, became exercisable in four equal installments on June 12, 2013, 2014, 2015 and 2016, 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.
- (9)

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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