

ORION ENERGY SYSTEMS, INC.  
Form 8-A12B  
June 15, 2015

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

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Orion Energy Systems, Inc.**

**(Exact name of registrant as specified in its charter)**

**Wisconsin**  
**(State of incorporation or organization)**

**39-1847269**  
**(IRS Employer Identification No.)**

**2210 Woodland Drive, Manitowoc, Wisconsin**  
**(Address of principal executive offices)**

**54220**  
**(Zip Code)**

**Securities to be registered pursuant to Section 12(b) of the Act:**

| <b>Title of each class<br/>to be so registered</b>  | <b>Name of each exchange on which<br/>each class is to be registered</b> |
|---|--|
| <b>Common Stock, no par value<br/><br/>(including the accompanying<br/><br/>Common Share Purchase Rights)</b> | <b>The NASDAQ Stock Market LLC</b>                                       |

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: Not applicable

Securities to be registered pursuant to Section 12(g) of the Act: None

Item 1. Description of Registrant's Securities to be Registered.

Common Stock

A description of the common stock, no par value per share (the "Common Stock"), of Orion Energy Systems, Inc. (the "Company") is contained in the Company's Registration Statement on Form S-1 (Registration No. 333-145569), as amended, as originally filed with the Securities and Exchange Commission on August 20, 2007, including any form of prospectus contained therein filed pursuant to Rule 424(b) under the Securities Act of 1933 (the "Securities Act Registration Statement"). The description of the Common Stock contained in the Securities Act Registration Statement is incorporated herein by reference.

Common Share Purchase Rights

A description of the common share purchase rights of the Company (the "Common Share Purchase Rights") is contained in the Company's Registration Statement on Form 8-A (Registration No. 001-33887) as filed with the Securities and Exchange Commission on January 8, 2009 (the "Exchange Act Registration Statement"). The description of the Common Share Purchase Rights contained in the Exchange Act Registration Statement is incorporated herein by reference.

Item 2. Exhibits.

Because no other securities of the Registrant are registered on The NASDAQ Stock Market LLC and the securities being registered by this Form 8-A are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, no exhibits are required to be filed with this Form 8-A.

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

**ORION ENERGY SYSTEMS, INC.**

By: /s/ Scott R. Jensen  
Scott R. Jensen  
Chief Executive Officer

Date: June 15, 2015