

ORION ENERGY SYSTEMS, INC.

Form 8-K

August 09, 2013

**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): August 7, 2013**

**ORION ENERGY SYSTEMS, INC.**

(Exact name of registrant as specified in its charter)

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**Wisconsin**  
(State or other jurisdiction

**01-33887**  
(Commission

**39-1847269**  
(IRS Employer

of incorporation)

**File Number)**  
**2210 Woodland Drive, Manitowoc, Wisconsin**

**Identification No.)**

(Address of principal executive offices, including zip code)

**(920) 892-9340**

(Registrant's telephone number, including area code)

**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 5.07(a) and (b) Submission of Matters to a Vote of Security Holders.**

On August 7, 2013, Orion Energy Systems, Inc. (the Company) held its 2013 annual meeting of shareholders. As of the June 4, 2013 record date for the determination of the shareholders entitled to notice of, and to vote at, the annual meeting, 20,177,922 shares of common stock were outstanding and entitled to vote, each entitled to one vote per share. Approximately 79.4% of all votes were represented at the annual meeting in person or by proxy. At the annual meeting, the Company's shareholders voted on the following proposals:

*Proposal One:* To elect three Class III directors, James R. Kackley, James D. Leslie and Thomas N. Schueller, to serve until the 2016 annual meeting of shareholders and to elect one Class I director, Kenneth L. Goodson, Jr., to serve until the 2014 annual meeting of shareholders and, in each instance, until their successors are duly elected and qualified. In accordance with the voting results listed below, each of the nominees were elected to serve as directors.

Name	For	Withheld	Broker Non-Votes
James R. Kackley	8,437,281	526,577	7,057,293
James D. Leslie	8,708,242	255,616	7,057,293
Thomas N. Schueller	8,308,853	655,005	7,057,293
Kenneth L. Goodson, Jr.	8,713,500	250,358	7,057,293

*Proposal Two:* To conduct an advisory vote to approve the compensation of the Company's named executive officers as disclosed in the Company's Definitive Proxy Statement. In accordance with the voting results listed below, the Company's executive compensation as disclosed in the Company's Definitive Proxy Statement has been approved.

For	Against	Abstain	Broker Non-Votes
8,332,522	512,221	119,115	7,057,293

*Proposal Three:* To ratify BDO USA, LLP to serve as the Company's independent registered public accounting firm for fiscal year 2014. In accordance with the voting results listed below, BDO USA, LLP will serve as the independent registered certified public accountants for fiscal 2014.

For	Against	Abstain	Broker Non-Votes
15,529,843	401,369	89,939	0

**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: August 9, 2013

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

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