

ORION ENERGY SYSTEMS, INC.

Form 3/A

August 22, 2016

FORM 3

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

OMB APPROVAL

OMB Number: 3235-0104

Expires: January 31, 2015

Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 *

Green Scott A.
(Last) (First) (Middle)

2210 WOODLAND DRIVE
(Street)

MANITOWOC, WI 54220
(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
08/03/2016

3. Issuer Name and Ticker or Trading Symbol
ORION ENERGY SYSTEMS, INC. [OESX]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Executive Vice President

5. If Amendment, Date Original Filed(Month/Day/Year)

08/09/2016

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 Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	58,780 ⁽¹⁾	D	^
Common Stock	163,743	I	By ANKMC, LLC ⁽²⁾
Common Stock	125,270	I	By 401(k) Plan

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

SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security	4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
--	--	--	---------------------------	----------------------	---

Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Price of Derivative Security	(Instr. 4)	Derivative Security: Direct (D) or Indirect (I)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Green Scott A. 2210 WOODLAND DRIVE MANITOWOC, WI 54220	Â	Â	Â Executive Vice President	Â

Signatures

/s/ Steven R. Barth, Attorney-in-Fact for Scott A. Green 08/22/2016

__Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Form 3 filed on August 9, 2016 reported 58,240 shares of Common Stock directly held by the reporting person. The reporting person
- (1) actually held 58,780 shares of Common Stock directly. This Form 3/A amends and restates in its entirety the Form 3 filed on August 9, 2016.
 - (2) Shares owned by ANKMC, LLC, of which the reporting person is the sole member.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.