

Verfuert Neal R  
Form SC 13G/A  
February 15, 2011

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 3)\*

Orion Energy Systems, Inc.  
(Name of Issuer)

Common Stock  
(Title of Class of Securities)

686275108  
(CUSIP Number)

December 31, 2010  
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 686275108

1 NAME OF REPORTING PERSONS

Neal R. Verfuerrh

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A (a)   
GROUP (SEE INSTRUCTIONS) (b)

Not Applicable

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5 SOLE VOTING POWER

NUMBER OF 2,193,984  
SHARES 6 SHARED VOTING POWER  
BENEFICIALLY OWNED BY

EACH 0  
7 SOLE DISPOSITIVE POWER  
REPORTING PERSON

WITH 2,193,984  
8 SHARED DISPOSITIVE POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,193,984

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES   
CERTAIN SHARES (SEE INSTRUCTIONS)

Not Applicable

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

9.6%

12 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)

IN

2

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CUSIP No. 686275108

Item 1(a). Name of Issuer:

Orion Energy Systems, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

2210 Woodland Drive, Manitowoc, WI 54220

Item 2(a). Name of Person Filing:

The person filing this Schedule 13G is Neal R. Verfuerrh. The reporting person no longer has a reportable beneficial ownership interest in 849,630 shares of common stock owned by his spouse, and included in the reporting person's amended Schedule 13G filed February 4, 2010, as the reporting person has no power, or controlling influence, over the purchase, sale or voting of such shares of common stock.

Item 2(b). Address of Principal Business Office or, if none, Residence:

2210 Woodland Drive, Manitowoc, WI 54220

Item 2(c). Citizenship:

Neal R. Verfuerrh is a United States citizen.

Item 2(d). Title of Class of Securities:

Common Stock

Item 2(e). CUSIP Number:

686275108

Item 3. If this statement is filed pursuant to sections 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

CUSIP No. 686275108

Item 4.

Ownership:

- (a) Amount Beneficially Owned: 2,193,984 (1)
- (b) Percent of Class: 9.6%
- (c) Number of shares as to which such person has:
  - (i) sole power to vote or to direct the vote: 2,193,984 (1)
  - (ii) shared power to vote or to direct the vote: 0
- (iii) sole power to dispose or to direct the disposition of: 2,193,984 (1)
- (iv) shared power to dispose or to direct the disposition of: 0

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(1) Includes (a) 1,807,861 shares held by Neal R. Verfuert and (b) 386,123 shares issuable upon the exercise of stock options held by Neal R. Verfuert that are exercisable within 60 days of December 31, 2010.

Item 5.

Ownership of Five Percent or Less of a Class:

N/A

Item 6.

Ownership of More than Five Percent on Behalf of Another Person:

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

N/A

Item 8.

Identification and Classification of Members of the Group:

N/A

Item 9.

Notice of Dissolution of Group:

N/A

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Item 10.

Certification:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 15, 2011

/s/ Neal R. Verfuerrh  
Neal R. Verfuerrh

