

ORION ENERGY SYSTEMS, INC.  
Form DEFA14A  
October 04, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
SCHEDULE 14A**

Proxy Statement Pursuant to Section 14(a) of the Securities  
Exchange Act of 1934

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

**Orion Energy Systems, Inc.**

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

- o Fee paid previously with preliminary materials.
- o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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**IMPORTANT  
ANNUAL MEETING IS SCHEDULED  
FOR OCTOBER 27, 2010  
PLEASE INSTRUCT YOUR BROKER TO VOTE TODAY!**

**October 4, 2010**

**Dear Fellow Shareholder:**

According to our latest records, your broker has not received your voting instructions for the important meeting of shareholders of Orion Energy Systems, Inc. to be held on October 27, 2010. **Your vote is extremely important, regardless of the number of shares that you own. Please instruct your broker how to vote your shares today to avoid additional solicitation costs.**

**Please use one of the following methods to promptly provide voting instructions to your broker:**

**PLEASE NOTE: Voting deadline is 11:59 p.m. EST on October 26, 2010**

- 1. Instruct your broker by Internet: Go to the website [www.proxyvote.com](http://www.proxyvote.com). Have your 12-digit control number listed on the instruction form ready and follow the online instructions. The 12-digit control number is located in the rectangular box on the right side of your voting instruction form.**
- 2. Instruct your broker by Telephone: Call toll-free 1 (800) 454-8683. Have your 12-digit control number listed on the instruction form ready and follow the simple instructions.**
- 3. Instruct your broker by Mail: Sign, date and return your instruction form in the postage-paid return envelope provided.**

For the reasons set forth in the proxy statement dated September 10, 2010 your Board of Directors unanimously recommends that you instruct your broker to vote **FOR** the items set forth in the proxy. If you need to review the material once again the material is available at: <https://www.proxydocs.com/oesx>. We respectfully request that you vote your shares at your earliest convenience.

If you have any questions or need assistance, please call D.F. King & Co., Inc. toll free at 1 (800) 967-7635.

Thank you for your cooperation and continued support.

Sincerely,

/s/ Neal R. Verfuert  
Neal R. Verfuert  
Chief Executive Officer