

Ameresco, Inc.  
 Form 3  
 November 04, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**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 \*  
 GAGNON NEIL  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement  
 (Month/Day/Year)  
 10/30/2015

3. Issuer Name and Ticker or Trading Symbol  
 Ameresco, Inc. [AMRC]

4. Relationship of Reporting Person(s) to Issuer

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

1370 AVENUE OF THE AMERICAS, 24TH FLOOR  
 (Street)

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

NEW YORK, NY 10019  
 (City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security<br>(Instr. 4)                 | 2. Amount of Securities<br>Beneficially Owned<br>(Instr. 4) | 3. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial<br>Ownership<br>(Instr. 5)            |
|--|---|---|--|
| Class A Common Stock, \$0.0001 par value per share | 488,082 <sup>(1)</sup>                                      | D   | À  |
| Class A Common Stock, \$0.0001 par value per share | 1,055,979   | I   | By Managing Member as General Partner of Gagnon Investment Associates  |
| Class A Common Stock, \$0.0001 par value per share | 93,746  | I   | By Limited Partner of the Family Partnership                           |
| Class A Common Stock, \$0.0001 par value per share | 93,106  | I   | By Managing Member as General Partner of Darwin Partnership            |
| Class A Common Stock, \$0.0001 par value per share | 15,941  | I   | By Neil Gagnon as Trustee of Gagnon Securities LLC Profit Sharing Plan |

## Edgar Filing: Ameresco, Inc. - Form 3

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security<br>(Instr. 4) | 2. Date Exercisable and<br>Expiration Date<br><small>(Month/Day/Year)</small> | 3. Title and Amount of<br>Securities Underlying<br>Derivative Security<br>(Instr. 4) | 4. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 5. Ownership<br>Form of<br>Derivative<br>Security:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) | 6. Nature of Indirect<br>Beneficial Ownership<br>(Instr. 5) |
|---|---|--|--|--|---|
|   | Date<br>Exercisable   | Expiration<br>Date   |  |  |   |
|   |   | Title  | Amount or<br>Number of<br>Shares                                   |  |   |

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director   10% Owner   Officer   Other

GAGNON NEIL  
1370 AVENUE OF THE AMERICAS  
24TH FLOOR  
NEW YORK, NY 10019

 
  X  
   

## Signatures

/s/ Neil Gagnon                      11/04/2015

\*\*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).

Neil Gagnon serves as the Chief Executive Officer of Gagnon Advisors, LLC and is the managing member and owner of Gagnon Securities LLC, each of which provide investment management services to investment vehicles and managed accounts (collectively, the (1) "Accounts"), and as such, has investment discretion with respect to the Accounts. For the purposes of Rule 13d-3, Mr. Gagnon is deemed to beneficially own 1,746,854 shares of common stock of Ameresco, Inc. Mr. Gagnon's interest in the securities reported herein is limited to the extent of his pecuniary interest in each of the Accounts, if any.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure.

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