

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 *

Â GAGNON NEIL

(Last) (First) (Middle)

1370 AVENUE OF THE AMERICAS,Â 24TH FLOOR

(Street)

NEW YORK,Â NYÂ 10019

(City) (State) (Zip)

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)

(Check all applicable)

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

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

Table I - Non-Derivative Securities Beneficially Owned1. 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)

Class A Common Stock, \$0.0001 par value per share

488,082 ⁽¹⁾

D Â

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

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

Â Â X Â Â

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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