

# 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  
or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|   |   |   |  |
|---|---|---|--|
| 1. Name and Address of Reporting Person *<br><b>GAGNON NEIL</b><br><br>(Last) (First) (Middle)<br><b>1370 AVENUE OF THE AMERICAS, 24TH FLOOR</b><br><br>(Street)<br><b>NEW YORK, NY 10019</b><br><br>(City) (State) (Zip) | 2. Date of Event Requiring Statement<br>(Month/Day/Year)<br><b>10/30/2015</b> | 3. Issuer Name <b>and</b> Ticker or Trading Symbol<br><b>Ameresco, Inc. [AMRC]</b>  |  |
|   |   | 4. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner<br><input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|   |   | 6. Individual or Joint/Group Filing(Check Applicable Line)<br><input checked="" type="checkbox"/> Form filed by One Reporting Person<br><input type="checkbox"/> Form filed by More than One Reporting Person   |  |

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

| 1. Title of Security<br>(Instr. 4)                 | 2. Amount of Securities Beneficially Owned<br>(Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I)<br>(Instr. 5) | 4. Nature of Indirect Beneficial Ownership<br>(Instr. 5)               |
|--|--|---|--|
| Class A Common Stock, \$0.0001 par value per share | 488,082 (1)  | D   |  |
| 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 |

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

SEC 1473 (7-02)

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

## Reporting Owners

| Reporting Owner Name / Address | Relationships |         |       |  |
|--------------------------------|---------------|---------|-------|--|
|                                | Director      | Officer | Other |  |
|                                |               |         |       |  |

|  |  |                    |  |  |
|--|--|--------------------|--|--|
| GAGNON NEIL<br>1370 AVENUE OF THE AMERICAS<br>24TH FLOOR<br>NEW YORK, NY 10019 |  | 10% Owner<br><br>X |  |  |
|--|--|--------------------|--|--|

## Signatures

|  |  |                     |
|--|--|---------------------|
| /s/ Neil Gagnon                                |  | 11/04/2015          |
| <small>**Signature of Reporting Person</small> |  | <small>Date</small> |

## 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 (I) "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.

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.