FORM 4	4
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Check this box if no				
longer subject to				
Section 16. Form 4 or				
Form 5 obligations				
may continue. See				
Instruction 1(b).				

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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

STATEMENT OF CHANGES IN 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 – GAGNON NEIL		2. Issuer Name and Ticker or Trading Symbol Ameresco, Inc. [AMRC]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable) DirectorX_10% Owner			
(Last) (First) 1370 AVENUE OF THE AM FLOOR	3. Date of Earliest Transaction (Month/Day/Year) 07/12/2016						Officer (give title below)	Other (speci			
(Street) NEW YORK, NY 10019		4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State)	(Zip)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)		Beneficial Ownership	
			Code	v	Amount	(A) or (D)	Price		or Indirect (I) (Instr. 4)	(Instr. 4)	
Common Stock	07/12/2016		Р		9,863	А	\$ 5.21	557,368	D		
Common Stock								1,055,979	I	By Managing Member as General Partner of Gagnon Investment Associates	
Common Stock								121,405	I	By Limited Partner of the Family Partnership	
Common Stock								93,106	I	By Managing Member as General Partner of Darwin Partnership	
Common Stock								15,941	Ι	By self 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.

Persons who respond to the collection of information SEC 1474 (9contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

(e.g., puts, calls, warrants, options, convertible securities)

	(cls), pues, cans, warrantes, options, convertible securities,												
1. Title of	2.	3. Transaction	3A. Deemed	4.	5. Number	6. Date Exer	rcisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transaction	of	and Expirati	on Date	Amou	int of	Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code	Derivative	(Month/Day	/Year)	Under	rlying	Security	Securities	Form of	Beneficial
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Securities			Secur	ities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative				Acquired			(Instr.	. 3 and		Owned	Security:	(Instr. 4)
	Security				(A) or			4)			Following	Direct (D)	
					Disposed						Reported	or Indirect	
					of (D)						Transaction(s)	(I)	
					(Instr. 3,						(Instr. 4)	(Instr. 4)	
					4, and 5)								
									Amount				
						D.	.						
						Date	Expiration Date	Title	Number				
						Exercisable	Date		of				

Reporting Owners

Describe Open Name (Address	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
GAGNON NEIL 1370 AVENUE OF THE AMERICAS 24TH FLOOR NEW YORK, NY 10019		Х					

Signatures

/s/ Neil Gagnon	07/14/2016
**Signature of Reporting Person	Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(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).

Code

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.