| FORM 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

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#### 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)   |  | •   |             |      |  |               |  | Γ  |                                  |  |
|---|--|---|-------------|------|--|---------------|--|--|----------------------------------|--|
| 1. Name and Address of Reporting Person –<br>GAGNON NEIL              |  | 2. Issuer Name <b>and</b> Ticker or Trading Symbol<br>Ameresco, Inc. [AMRC] |             |      |  |               | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>Director X_10% Owner   |  |                                  |  |
| (Last) (First) (Middle)<br>1370 AVENUE OF THE AMERICAS, 24TH<br>FLOOR |  | 3. Date of Earliest Transaction (Month/Day/Year)<br>12/09/2016              |             |      |  |               | Officer (give title below)   | Other (speci   |                                  |  |
| (Street)<br>NEW YORK, NY 10019  |  | 4. If Amendment, Date Original Filed(Month/Day/Year)                        |             |      |  |               | 6. Individual or Joint/Group Filing(Check Applicable Line)<br>_X_Form filed by One Reporting Person<br>_Form filed by More than One Reporting Person |  |                                  |  |
| (City) (State)  | (Zip)                                      | Ta  | ble I - Nor | -Der | ·ivative S   | ecuriti       | es Acq   | uired, Disposed of, or Beneficia   | lly Owned                        |  |
| 1.Title of Security<br>(Instr. 3)                                     | 2. Transaction<br>Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                 |             |      | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) |               | l of   | 5. Amount of Securities<br>Beneficially Owned Following<br>Reported Transaction(s)<br>(Instr. 3 and 4) |                                  | Beneficial<br>Ownership  |
|   |  |   | Code        | v    | Amount   | (A) or<br>(D) | Price  |  | or Indirect<br>(I)<br>(Instr. 4) | (Instr. 4)   |
| Common Stock  | 12/09/2016                                 |   | S           |      | 37,519   | D             | \$<br>6.17   | 1,018,460  | Ι                                | By<br>Managing<br>Member as<br>General<br>Partner of<br>Gagnon<br>Investment<br>Associates |
| Common Stock  | 12/09/2016                                 |   | S           |      | 1,781  | D             | \$<br>6.17   | 91,325   | I                                | By<br>Managing<br>Member as<br>General<br>Partner of<br>Darwin<br>Partnership              |
| Common Stock  |  |   |             |      |  |               |  | 557,368  | D                                |  |
| Common Stock  |  |   |             |      |  |               |  | 121,405  | I                                | By Limited<br>Partner of<br>The<br>Family<br>Partnership                                   |
| Common Stock  |  |   |             |      |  |               |  | 15,941   | I                                | By self as<br>Trustee of<br>Gagnon<br>Securities<br>LLC Profit<br>Sharing<br>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)

|             |             |                  | (0.8., P           |             |            | ions, conver | cione securi       | (100)   |         |             |                |             |             |
|-------------|-------------|------------------|--------------------|-------------|------------|--------------|--------------------|---------|---------|-------------|----------------|-------------|-------------|
| 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.           | <b>.</b>           |         |         |             |                |             |             |
|             |             |                  |                    |             |            | Date         | Expiration<br>Date | Title   | Number  |             |                |             |             |
|             |             |                  |                    |             |            | Exercisable  | Date               |         | of      |             |                |             |             |
|             |             |                  |                    |             |            |              |                    |         |         |             |                |             |             |

## **Reporting Owners**

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

## Signatures

| /s/ Neil Gagnon                    | 12/13/2016 |
|------------------------------------|------------|
| **Signature of Reporting<br>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.