

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

FORM S-8

**REGISTRATION STATEMENT UNDER
THE SECURITIES ACT OF 1933**

Ameresco, Inc.

(Exact Name of Registrant as Specified in Its Charter)

Delaware
(State or Other Jurisdiction of Incorporation
or Organization)

04-3512838
(I.R.S. Employer
Identification No.)

111 Speen Street, Suite 410
Framingham, Massachusetts
(Address of Principal Executive Offices)

01701
(Zip Code)

2017 Employee Stock Purchase Plan, as amended
(Full Title of the Plan)

George P. Sakellaris
President and Chief Executive Officer
111 Speen Street, Suite 410
Framingham, Massachusetts 01701
(Name and Address of Agent For Service)

(508) 661-2200
(Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock, \$0.0001 par value per share	100,000 shares	\$13.23 ⁽²⁾	\$1,323,000 ⁽²⁾	\$164.72

- (1) In accordance with Rule 416 under the Securities Act of 1933, as amended, this registration statement shall be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.
- (2) Estimated solely for the purpose of calculating the registration fee pursuant to Rules 457(c) and 457(h) of the Securities Act of 1933, as amended, and based upon the average of the high and low prices of the Registrant's Class A Common Stock as reported on the New York Stock Exchange on August 2, 2018.

STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is being filed to register an additional 100,000 shares of Class A Common Stock, par value \$0.0001 per share (the "Common Stock"), of Ameresco, Inc. (the "Registrant") issuable under the Registrant's 2017 Employee Stock Purchase Plan (the "ESPP"). Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-219864, filed by the Registrant with the Securities and Exchange Commission on August 10, 2017 relating to the ESPP, except for Item 8, Exhibits.

PART II INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

<u>Number</u>	<u>Description</u>
4.1	<u>Restated Certificate of Incorporation of the registrant. Filed as Exhibit 3.1 to the registrant's Current Report on Form 8-K dated July 27, 2010 and filed with the Commission on July 30, 2010 (file no. 001-34811) and incorporated herein by reference.</u>
4.2	<u>Amended and Restated By-Laws of the registrant. Filed as Exhibit 3.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and incorporated herein by reference.</u>
5.1*	<u>Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the registrant.</u>
23.1*	<u>Consent of RSM US LLP.</u>
23.2*	<u>Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).</u>
24.1*	<u>Power of attorney (included on the signature pages of this registration statement).</u>
99.1	<u>2017 Employee Stock Purchase Plan, as amended. Filed as Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 and incorporated herein by reference.</u>

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the town of Framingham, Massachusetts, on this 8th day of August, 2018.

AMERESCO, INC.

By: /s/ George P. Sakellaris

George P. Sakellaris

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Ameresco, Inc. hereby severally constitute and appoint George P. Sakellaris, David J. Corrsin and John R. Granara, III, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Ameresco, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ George P. Sakellaris</u> George P. Sakellaris	Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)	August 8, 2018
<u>/s/ John R. Granara, III</u> John R. Granara, III	Executive Vice President and Chief Financial Officer (Principal Financial and Accounting Officer)	August 8, 2018
<u>/s/ David J. Anderson</u> David J. Anderson	Director	August 8, 2018
<u>/s/ David J. Corrsin</u> David J. Corrsin	Director	August 8, 2018
<u>/s/ Douglas I. Foy</u> Douglas I. Foy	Director	August 8, 2018
<u>/s/ Jennifer L. Miller</u> Jennifer L. Miller	Director	August 8, 2018
<u>/s/ Thomas S. Murley</u> Thomas S. Murley	Director	August 8, 2018
<u>/s/ Joseph W. Sutton</u> Joseph W. Sutton	Director	August 8, 2018
<u>/s/ Frank V. Wisneski</u> Frank V. Wisneski	Director	August 8, 2018

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August 8, 2018

Ameresco, Inc.
111 Speen Street, Suite 410
Framingham, Massachusetts 01701

Re: 2017 Employee Stock Purchase Plan, as amended

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 100,000 shares of Class A common stock, \$0.0001 par value per share (the "Shares"), of Ameresco, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2017 Employee Stock Purchase Plan, as amended (the "Plan").

We have examined the Certificate of Incorporation and By-laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the directors and stockholders of the Company, the Registration Statement and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the state laws of the Commonwealth of Massachusetts, the General Corporation Law of the State of Delaware and the federal laws of the United States of America.

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It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

WILMER CUTLER PICKERING
HALE AND DORR LLP

By: /s/ Jason L. Kropp
Jason L. Kropp, a Partner

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Ameresco, Inc. and Subsidiaries of our report dated March 7, 2018, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of Ameresco, Inc. and Subsidiaries, appearing in the Annual Report on Form 10-K of Ameresco, Inc. and Subsidiaries for the year ended December 31, 2017.

/s/ RSM US LLP

Boston, Massachusetts
August 8, 2018