

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): May 29, 2020

**Ameresco, Inc.**

(Exact Name of Registrant as Specified in Charter)

**Delaware**  
(State or Other Juris-  
diction of Incorporation)

**001-34811**  
(Commission  
File Number)

**04-3512838**  
(IRS Employer  
Identification No.)

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

**01701**  
(Zip Code)

Registrant's telephone number, including area code: **(508) 661-2200**

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Class A Common Stock, \$0.0001 par value per share	AMRC	The New York Stock Exchange

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

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 13(a) of the Exchange Act.

**Item 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held its 2020 Annual Meeting of Stockholders on May 29, 2020 (the “2020 Annual Meeting”). At the 2020 Annual Meeting, holders of the Company’s Class A and Class B common stock, voting together as a single class:

- elected David J. Anderson, Thomas S. Murley and Frank V. Wisneski to serve as the Company’s class I directors until the Company’s 2023 annual meeting of stockholders and until their successors are elected and qualified;
- ratified the selection of RSM US LLP as the Company’s independent registered public accounting firm for 2020;
- approved the compensation of the Company’s named executive officers;
- approved an amendment to the 2017 Employee Stock Purchase Plan to increase the number of shares reserved for issuance under the plan to 350,000; and
- approved the 2020 Stock Incentive Plan.

The matters acted upon at the 2020 Annual Meeting, and the voting tabulation for each matter, are as follows:

Proposal 1: The election of the following nominees for class I directors for a term of three years (voted on by holders of Class A common stock and Class B common stock, voting together as a single class):

<b>Nominee</b>	<b>Votes For</b>	<b>Votes Withheld</b>	<b>Broker Non-Votes</b>
David J. Anderson	106,813,744	584,100	7,585,800
Thomas S. Murley	102,155,355	5,242,489	7,585,800
Frank V. Wisneski	105,565,067	1,832,777	7,585,800

Proposal 2: Ratification of the selection of RSM US LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2020 (voted on by holders of Class A common stock and Class B common stock, voting together as a single class):

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
114,670,521	290,100	23,023	—

Proposal 3: Advisory vote on the approval of the compensation of the Company’s named executive officers (voted on by holders of Class A common stock and Class B common stock, voting together as a single class):

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
107,231,757	159,031	7,056	7,585,800

Proposal 4: Approval of an amendment to the the Company’s 2017 Employee Stock Purchase Plan to increase the number of shares reserved for issuance under the plan to 350,000 (voted on by holders of Class A common stock and Class B common stock, voting together as a single class):

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
107,369,919	25,821	2,104	7,585,800

Proposal 5: Approval of the Company’s 2020 Stock Incentive Plan (voted on by holders of Class A common stock and Class B common stock, voting together as a single class):

<b>Votes For</b>	<b>Votes Against</b>	<b>Abstain</b>	<b>Broker Non-Votes</b>
103,592,005	3,803,573	2,266	7,585,800

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

AMERESCO, INC.

Date: June 3, 2020

By: /s/ David J. Corrsin  
David J. Corrsin  
Executive Vice President, General Counsel and Secretary