

# FORM 4

**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

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

(Print or Type Responses)

|   |  |  |   |  |  |   |  |  |
|---|--|--|---|--|--|---|--|--|
| 1. Name and Address of Reporting Person*<br><b>Chiplock Mark</b>                  |  |  | 2. Issuer Name and Ticker or Trading Symbol<br><b>Ameresco, Inc. [AMRC]</b>             |  |  | 5. Relationship of Reporting Person(s) to Issuer<br>(Check all applicable)<br>_____ Director<br>_____ 10% Owner<br><input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below)<br><div style="border: 1px solid black; padding: 2px; width: fit-content; margin-left: 100px;">VP &amp; CAO</div> |  |  |
| (Last) (First) (Middle)<br><b>C/O AMERESCO, INC., 111 SPEEN STREET, SUITE 410</b> |  |  | 3. Date of Earliest Transaction (Month/Day/Year)<br><b>08/03/2020</b>                   |  |  |   |  |  |
| (Street)<br><b>FRAMINGHAM, MA 01701</b>   |  |  | 4. 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>___ Form filed by More than One Reporting Person   |  |  |
| (City) (State) (Zip)  |  |  | <b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b> |  |  |   |  |  |

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction 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) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|------------|--------------|---|--|---|
|                                 |                                      |  | Code                           | V | Amount  | (A) or (D) | Price        |   |  |   |
| Class A Common Stock            | 08/03/2020                           |  | M                              |   | 2,906   | A          | \$ 12.35     | 2,906   | D  |   |
| Class A Common Stock            | 08/03/2020                           |  | S(1)                           |   | 2,906   | D          | \$ 27.91 (2) | 0   | D  |   |

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

**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.** SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) |   | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) |                 | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) |                            | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4) | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4) | 11. Nature of Indirect Beneficial Ownership (Instr. 4) |
|--|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------|---|----------------------------|--|--|--|--|
|  |  |                                      |  | Code                           | V |   | Date Exercisable   | Expiration Date | Title   | Amount or Number of Shares |  |  |  |  |
| Stock Option (right to purchase)           | \$ 12.35   | 08/03/2020                           |  | M                              |   | 2,906   | (3)  | 10/23/2028      | Class A Common Stock  | 2,906.00                   | \$ 0                                       | 22,094   | D  |  |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |          |       |
|--|---------------|-----------|----------|-------|
|  | Director      | 10% Owner | Officer  | Other |
| Chiplock Mark<br>C/O AMERESCO, INC.<br>111 SPEEN STREET, SUITE 410<br>FRAMINGHAM, MA 01701 |               |           | VP & CAO |       |

## Signatures

|  |            |
|--|------------|
| /s/ David J. Corrsin, attorney-in-fact | 08/04/2020 |
| 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).

(1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 6, 2020.

The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$27.71 to \$28.17, inclusive. The reporting person  
(2) undertakes to provide to Ameresco, Inc., any security holder of Ameresco, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares purchased at each separate price within the range set forth in this footnote (2) to this Form 4.

(3) Of the shares subject to the option, 20% vested on October 24, 2019, and the remainder vest in four equal installments on each of the subsequent four anniversaries of such date.

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.