
**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): January 27, 2023

Ameresco, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction 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)

1701
(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))

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

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 5.02 Departure of Directors or Certain Officers; Elections of Directors; Appointment of Certain Officers; Compensatory

On January 27, 2023, Ameresco, Inc. (the “Company”) received notice from Douglas I. Foy, that he is retiring from his position as a Class III director of the Company effective as of the same day. Prior to his resignation, Mr. Foy was the chair of the Company’s nominating and governance committee and a member of the compensation committee. Mr. Foy’s resignation is not due to any disagreement with the Company on any matter relating to the Company’s operations, policies, or practices.

Mr. Foy joined the Company’s board of directors in May 2010, and during his long tenure, Mr. Foy has been a valued member of the Company’s board of directors. We thank Mr. Foy for his advice and service to the Company through the years.

In connection with Mr. Foy’s retirement, Jennifer Miller was appointed chair of the nominating and governance committee and member of the compensation committee and Claire Hughes Johnson was appointed member of the nominating and governance committee.

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.

February 1, 2023

AMERESCO, INC.

By: /s/ David J. Corrsin

David J. Corrsin

Executive Vice President, General Counsel and Secretary