

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

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934
(Amendment No.)**

Filed by the Registrant ☒

Filed by a Party other than the Registrant ☐

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

☐ Definitive Proxy Statement

☒ Definitive Additional Materials

☐ Soliciting Material under §240.14a-12

Ameresco, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

☒ No fee required.

☐ Fee paid previously with preliminary materials

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

AMER

Green • Clean

AMERESCO, INC. (AMRC)
111 SPEEN STREET
SUITE 410
FRAMINGHAM, MA 01701
ATTN: NINA ANDERSSON-WILLARD

You invested in AM
You have the right to vote on p
availability of proxy material

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the material(s) by requesting pri
shareholder meetings, you may
sendmaterial@proxyvote.com. If
requested, you will not otherwis



Sn
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vote



*Please check the meeting materials for

Vote at www.Proxy.com

THIS IS NOT A VOTE

This is an overview of the proposals to be voted on at the upcoming shareholder meeting. To vote, please turn to the reverse side to vote these items.

Voting Items

- | | |
|---|---|
| 1. | For the election of three (3) directors, whose successors are elected and re-elected annually. |
| Nominees:
01) Claire Hughes Johnson | |
| 2. | The ratification of the selection of the independent accounting firm for the year ending December 31, 2011. |
| 3. | The approval of a non-binding advisory vote on the compensation of the named executive officers described in the Ameresco 2010 Compensation Report. |
| 4. | The approval on a non-binding advisory basis of the compensation of the named executive officers. |

NOTE: In their discretion, the proxy holders may adjourn the meeting at any time.

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