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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP**

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).

Check this box to indicate that a transaction was made pursuant to a contract, instruction or written plan for the purchase or sale of equity securities of the issuer that is intended to satisfy the affirmative defense conditions of Rule 10b5-1(c). See Instruction 10.

1. Name and Address of Reporting Person * <u>Corrsin David J</u> _____ (Last) (First) (Middle) <u>C/O AMERESCO, INC.</u> <u>111 SPEEN STREET, SUITE 410</u> _____ (Street) <u>FRAMINGHAM MA 01701</u> _____ (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>Ameresco, Inc. [ AMRC ]</u>	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director 10% Owner <input checked="" type="checkbox"/> Officer (give title below) Other (specify below) <p style="text-align: center;"><b>EVP and General Counsel</b></p>
	3. Date of Earliest Transaction (Month/Day/Year) <u>03/17/2024</u>	
4. If Amendment, Date of Original Filed (Month/Day/Year)		

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

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	03/17/2024		M		185	A	\$0	300	D	
Class A Common Stock	03/19/2024		S <sup>(1)</sup>		68	D	\$20.53	232	D	
Class A Common Stock	03/17/2024		M		102	A	\$0	165	I	By Spouse <sup>(2)</sup>
Class A Common Stock	03/19/2024		S <sup>(3)</sup>		38	D	\$20.53	127	I	By Spouse <sup>(2)</sup>

**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 Securities Underlying Derivative Security (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: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Restricted Stock Unit	(4)	03/17/2024		M		185		(5)	(5)	Class A Common Stock	185	\$0	368	D	
Restricted Stock Unit	(4)	03/17/2024		M		102		(6)	(6)	Class A Common Stock	102	\$0	402	I	By spouse <sup>(2)</sup>

**Explanation of Responses:**

- The shares were sold pursuant to an automatic sell-to-cover instruction signed March 6, 2023 in connection with the grant of the RSUs solely to cover applicable withholding taxes in connection with the partial vesting of the RSUs.
- The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- The shares were sold pursuant to an automatic sell-to-cover instruction signed March 8, 2023 in connection with the grant of the RSUs solely to cover applicable withholding taxes in connection with the partial vesting of the RSUs.
- Each RSU represents a contingent right to receive one share of Ameresco, Inc. Class A Common Stock ("Common Stock").
- The RSUs, representing a contingent right to receive a total of 738 shares of Common Stock, were granted to the Reporting Person on March 17, 2023 and vests in 25% increments each six months anniversary from the grant date.
- The RSUs, representing a contingent right to receive a total of 406 and 200 shares of Common Stock, were granted to the Reporting Person's spouse on March 17, 2023 and March 8, 2024, respectively, and vest over two years with 25% vesting on each 6-month anniversary of the grant date.

**Remarks:**

/s/ David J. Corrsin 03/19/2024  
 \*\* Signature of Reporting Person Date

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

\* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.

