

OMB Number:	3235-0287
Estimated average burden hours per response:	0.5

**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>Hole Spencer Doran</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) Director _____ 10% Owner Officer (give title below) _____ Other (specify below) <p style="text-align: center;"><b>EVP and CFO</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		295	A	\$0	1,986 <sup>(1)</sup>	D	
Class A Common Stock	03/19/2024		S <sup>(2)</sup>		108	D	\$20.53	1,878	D	

**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	(3)	03/17/2024		M			295	(4)	(4)	Class A Common Stock	295	\$0	590	D	

**Explanation of Responses:**

- Includes 403 shares of Class A Common Stock purchased under the Company's ESPP during the period June 1, 2023 to November 30, 2023.
- 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.
- 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 1,180 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.

**Remarks:**

/s/ David J. Corrsin, attorney-in-fact      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.