

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): June 4, 2024

**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))

Securities registered pursuant to Section 12(b) of the Act:

Title of Each Class	Trading Symbol	Name of exchange on which registered
Class A Common Stock, par value \$0.0001 per share	AMRC	New York Stock Exchange

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 5.07. Submission of Matters to a Vote of Security Holders.**

The Company held its 2024 Annual Meeting of Stockholders on June 4, 2024 (the "2024 Annual Meeting"). At the 2024 Annual Meeting, holders of the Company's Class A and Class B common stock, voting together as a single class:

- elected David J. Corrsin, George P. Sakellaris and Joseph W. Sutton to serve as the Company's class II directors until the Company's 2027 annual meeting of stockholders and until their successors are elected and qualified;
- ratified the selection of RSM US LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024;
- approved and amendment to the Company's 2017 employee stock purchase plan ("ESPP") to increase the shares available for issuance under the ESPP to 575,000.

Holders of the Company's Class A common stock are entitled to one (1) vote per share and holders of the Company's Class B common stock are entitled to five (5) votes per share. Holders of Class A common stock and Class B common stock voted together as a single class on all matters submitted to a vote of stockholders at the 2024 Annual Meeting.

The matters acted upon at the 2024 Annual Meeting, and the voting tabulation for each matter, are as follows:

**Proposal 1:** The election of the following nominees for class II directors for a term of three years:

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
David J. Corrsin	102,542,181	12,300,023	4,940,979
George P. Sakellaris	101,759,995	13,082,209	4,940,979
Joseph W. Sutton	97,950,179	16,892,025	4,940,979

**Proposal 2:** Ratification of the selection of RSM US LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2024:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
118,882,636	887,219	13,328	—

**Proposal 3:** The approval of an amendment to the Company's 2017 Employee Stock Purchase Plan to increase the number of shares available for issuance thereunder to 575,000:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
114,759,788	72,645	9,771	4,940,979

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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.

June 6, 2024

AMERESCO, INC.

By: /s/ David J. Corrsin

David J. Corrsin

Executive Vice President, General Counsel and Secretary