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

FORM S-8

REGISTRATION STATEMENT UNDER THE SECURITIES ACT OF 1933

Ameresco, Inc.

(Exact Name of Registrant as Specified in its 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)

2017 Employee Stock Purchase Plan, as amended
(Full Title of the Plan)

George P. Sakellaris President and Chief Executive Officer

**111 Speen Street, Suite 410
Framingham, Massachusetts 01701**
(Name and Address of Agent For Service)

(508) 661-2200
(Telephone number, including area code)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer

Smaller reporting company

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 7(a)(2)(B) of the Securities Act.

EXPLANATORY NOTE

This Registration Statement is being filed to register 225,000 additional shares of common stock, par value \$0.0001 per share, of Ameresco, Inc. (the “Company”) issuable under the Company's 2017 Employee Stock Purchase Plan, as amended (the “ESPP”).

Pursuant to General Instruction E of Form S-8, the contents of the Company’s Registration Statements on Form S-8 ([Registration No. 333-219864](#)) filed with the Securities and Exchange Commission on August 10, 2017, Form S-8 ([Registration No. 333-226698](#)) filed with the Securities and Exchange Commission on August 8, 2018, and Form S-8 ([Registration No. 333-238792](#)) filed with the Securities and Exchange Commission on May 29, 2020, including the documents incorporated by reference therein, related to the ESPP are incorporated by reference into this Registration Statement, except as set forth below, in each case, except to the extent amended or superseded by the contents hereof.

Item 8. Exhibits.

EXHIBIT INDEX

Exhibit No.	Description
4.1	Restated Certificate of Incorporation of the registrant. Filed as Exhibit 3.1 to the registrant’s Current Report on Form 8-K filed with the Commission on July 30, 2010 and incorporated herein by reference.
4.2	Second Amended and Restated By-Laws of the registrant. Filed as Exhibit 3.1 to the registrant’s Quarterly Report on Form 8-K filed with the Commission on April 24, 2023 and incorporated herein by reference.
5.1*	Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the registrant.
23.1*	Consent of RSM US LLP.
23.2*	Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).
24.1	Power of Attorney (included in the signature pages of this registration statement)
99.1	2017 Employee Stock Purchase Plan, as amended. Filed as Exhibit 10.3 to the registrant’s Quarterly Report on Form 10-Q filed with the Commission on August 6, 2024.
107*	Filing Fee Table

*Filed herewith

SIGNATURE

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the town of Framingham, Massachusetts, on this 6th day of August 2024.

AMERESCO, INC.

By: /s/ Spencer Doran Hole
 Spencer Doran Hole
 Executive Vice President, Chief Financial Officer

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<u>Signature</u>	<u>Title</u>	<u>Date</u>
<u>/s/ George P. Sakellaris</u> George P. Sakellaris	Chairman of the Board of Directors, President and Chief Executive Officer (Principal Executive Officer)	August 6, 2024
<u>/s/ Spencer Doran Hole</u> Spencer Doran Hole	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	August 6, 2024
<u>/s/ Mark Chiplock</u> Mark Chiplock	Senior Vice President and Chief Accounting Officer (Principal Accounting Officer)	August 6, 2024
<u>/s/ David J. Corrsin</u> David J. Corrsin	Director	August 6, 2024
<u>/s/ Claire Hughes Johnson</u> Claire Hughes Johnson	Director	August 6, 2024
<u>/s/ Nickolas Stavropoulos</u> Nickolas Stavropoulos	Director	August 6, 2024
<u>/s/ Jennifer L. Miller</u> Jennifer L. Miller	Director	August 6, 2024
<u>/s/ Joseph W. Sutton</u> Joseph W. Sutton	Director	August 6, 2024
<u>/s/ Frank V. Wisneski</u> Frank V. Wisneski	Director	August 6, 2024
<u>/s/ Charles R. Patton</u> Charles R. Patton	Director	August 6, 2024

Calculation of Filing Fee Tables

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Ameresco, Inc.

Table 1: Newly Registered Securities

Security Type	Security Class Title	Fee Calculation Rule	Amount Registered	Proposed Maximum Offering Price Per Unit	Maximum Aggregate Offering Price	Fee Rate	Amount of Registration Fee
1 Equity	Class A Common Stock	457(o)	225,000	\$ 27.51	\$ 6,189,750.00	0.0001476	\$ 913.61
Total Offering Amounts:					\$ 6,189,750.00		\$ 913.61
Total Fee Offsets:							\$ 0.00
Net Fee Due:							\$ 913.61

Offering Note

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(1) This Registration Statement covers Class A Common Shares (Shares), par value \$0.0001 per share, of Ameresco, Inc. issuable under the Ameresco, Inc. 2017 Employee Purchase Plan, as amended (the Plan) and, pursuant to Rule 416 under the Securities Act of 1933, as amended (the Securities Act), together with an indeterminate number of Shares that may be necessary to adjust the number of Shares issuable pursuant to the Plan as a result of stock splits, dividends or similar adjustments of the outstanding Shares of Ameresco.

(2) The Offering Price per Unit is estimated solely for the purpose of determining the amount of the registration fee in accordance with Rules 457(c) and 457(h) under the Securities Act, based upon the average of the high and low prices of the Shares of the Registrant as reported on the New York Stock Exchange on August 2, 2024.

August 6, 2024

Ameresco, Inc.
111 Speen Street, Suite 410
Framingham, Massachusetts 01701

Re: 2017 Employee Stock Purchase Plan, as amended

Ladies and Gentlemen:

We have assisted in the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the Securities Act of 1933, as amended (the "Securities Act"), relating to an aggregate of 225,000 shares of Class A common stock, \$0.0001 par value per share (the "Shares"), of Ameresco, Inc., a Delaware corporation (the "Company"), issuable under the Company's 2017 Employee Stock Purchase Plan, as amended (the "Plan").

We have examined the Certificate of Incorporation and By-laws of the Company, each as amended and restated to date, and originals, or copies certified to our satisfaction, of all pertinent records of the meetings of the board of directors and stockholders of the Company, the Registration Statement, the Plan and such other documents relating to the Company as we have deemed material for the purposes of this opinion.

In our examination of the foregoing documents, we have assumed the genuineness of all signatures, the authenticity of all documents submitted to us as originals, the conformity to original documents of all documents submitted to us as certified, photostatic or other copies, the authenticity of the originals of any such documents and the legal competence of all signatories to such documents.

We assume that the appropriate action will be taken, prior to the offer and sale of the Shares in accordance with the Plan, to register and qualify the Shares for sale under all applicable state securities or "blue sky" laws.

We express no opinion herein as to the laws of any state or jurisdiction other than the General Corporation Law of the State of Delaware.

August 6, 2024

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It is understood that this opinion is to be used only in connection with the offer and sale of the Shares while the Registration Statement is in effect.

Please note that we are opining only as to the matters expressly set forth herein, and no opinion should be inferred as to any other matters.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized for issuance and, when the Shares are issued and paid for in accordance with the terms and conditions of the Plan, the Shares will be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion with the Commission in connection with the Registration Statement in accordance with the requirements of Item 601(b)(5) of Regulation S-K under the Securities Act. In giving such consent, we do not hereby admit that we are in the category of persons whose consent is required under Section 7 of the Securities Act or the rules and regulations of the Commission.

Very truly yours,

/s/ Wilmer Cutler Pickering Hale and Dorr LLP

WILMER CUTLER PICKERING
HALE AND DORR LLP

Exhibit 23.1

Consent of Independent Registered Public Accounting Firm

We consent to the incorporation by reference in this Registration Statement on Form S-8 of Ameresco, Inc. of our report dated February 29, 2024, relating to the consolidated financial statements and the effectiveness of internal control over financial reporting of Ameresco, Inc., appearing in the Annual Report on Form 10-K of Ameresco, Inc. for the year ended December 31, 2023.

/s/ RSM US LLP

Boston, Massachusetts
August 6, 2024



