

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 14)*

Ameresco, Inc.

(Name of Issuer)

Class A Common Stock

(Title of Class of Securities)

02361E108

(CUSIP Number)

12/31/2024

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

SCHEDULE 13G

CUSIP No. 02361E108

| | |
|---|--|
| 1 | Names of Reporting Persons Sakellaris George P |
| 2 | Check the appropriate box if a member of a Group (see instructions) <input type="checkbox"/> (a) <input type="checkbox"/> (b) |
| 3 | Sec Use Only |
| 4 | Citizenship or Place of Organization UNITED STATES |

| | | |
|--|---|--|
| Number of Shares Beneficially Owned by Each Reporting Person With: | 5 | Sole Voting Power 14,085,247.00 |
| | 6 | Shared Voting Power 6,638,391.00 |
| | 7 | Sole Dispositive Power 14,085,247.00 |
| | 8 | Shared Dispositive Power 6,638,391.00 |
| 9 | Aggregate Amount Beneficially Owned by Each Reporting Person 20,723,638.00 | |
| 10 | Check box if the aggregate amount in row (9) excludes certain shares (See Instructions) <input type="checkbox"/> | |
| 11 | Percent of class represented by amount in row (9) 39.5 % | |
| 12 | Type of Reporting Person (See Instructions) IN | |

SCHEDULE 13G

Item 1.

- (a) **Name of issuer:**
Ameresco, Inc.
- (b) **Address of issuer's principal executive offices:**
111 SPEEN STREET, FRAMINGHAM, MASSACHUSETTS, 01701

Item 2.

- (a) **Name of person filing:**
George P. Sakellaris
- (b) **Address or principal business office or, if none, residence:**
c/o Ameresco, Inc.
11 Speen St., Suite 410
Framingham, MA 01701
- (c) **Citizenship:**
United States
- (d) **Title of class of securities:**
Class A Common Stock
- (e) **CUSIP No.:**
02361E108

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o);
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c);
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c);
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8);

- (e) An investment adviser in accordance with § 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with § 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution:
- (k) Group, in accordance with Rule 240.13d-1(b)(1)(ii)(K).

Item 4. Ownership

(a) Amount beneficially owned:

20,723,638

Includes: (i) 570,000 shares issuable upon exercise of options that are exercisable within 60 days of December 31, 2024; and (ii) 12,661,609 shares issuable upon conversion of shares of Class B Common Stock held directly by the Reporting Person. Also includes (i) 200,000 shares held by the Reporting Person's spouse, (ii) 1,100,000 shares held by the George P. Sakellaris 2012 Delaware Dynasty Trust (the 2012 Trust) and (iii) 5,338,391 shares issuable upon conversion of shares of Class B Common Stock held by the CGS 2010 Irrevocable Trust (the 2010 Trust and together with the 2012 Trust, the Trusts). The Reporting Person may be deemed the beneficial holder of the shares held by the Trusts and his spouse and to share voting and dispositive power. The Reporting Person disclaims beneficial ownership of the shares held by the Trusts and his spouse and this schedule shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held by the Trusts or his spouse for purposes of Section 13 or for any other purpose.

(b) Percent of class:

39.5%

Includes: (i) 570,000 shares issuable upon exercise of options that are exercisable within 60 days of December 31, 2024; and (ii) 12,661,609 shares issuable upon conversion of shares of Class B Common Stock held directly by the Reporting Person. Also includes (i) 200,000 shares held by the Reporting Person's spouse, (ii) 1,100,000 shares held by the 2012 Trust and (iii) 5,338,391 shares issuable upon conversion of shares of Class B Common Stock held by the 2010 Trust. The Reporting Person may be deemed the beneficial holder of the shares held by the Trusts and his spouse and to share voting and dispositive power. The Reporting Person disclaims beneficial ownership of the shares held by the Trusts and his spouse and this schedule shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held by the Trusts or his spouse for purposes of Section 13 or for any other purpose. %

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote:

14,085,247

(ii) Shared power to vote or to direct the vote:

6,638,391

(iii) Sole power to dispose or to direct the disposition of:

14,085,247

(iv) Shared power to dispose or to direct the disposition of:

6,638,391

Item 5. Ownership of 5 Percent or Less of a Class.

Item 6. Ownership of more than 5 Percent on Behalf of Another Person.

Not Applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.

Not Applicable

Item 8. Identification and Classification of Members of the Group.

Not Applicable

Item 9. Notice of Dissolution of Group.

Not Applicable

Item 10. Certifications:

Not Applicable

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Sakellaris George P

Signature: George P. Sakellaris

Name/Title: 6,638,391

Date: 01/31/2025