

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, 2025

Ameresco, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Juris-
diction of Incorporation)

001-34811
(Commission
File Number)

04-3512838
(IRS Employer
Identification No.)

111 Speen Street, Suite 410, Framingham,
(Address of Principal Executive Offices)

MA

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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

As further described in Item 5.07 below, at Ameresco, Inc.'s (the "Company") 2025 Annual Meeting of Stockholders (the "2025 Annual Meeting"), upon the recommendation of the Company's Board of Directors, the Company's stockholders approved an amendment to the Company's Restated Certificate of Incorporation (the "Certificate of Amendment") to limit the liability of certain officers of the Company in certain circumstances as permitted by Delaware law.

On June 5, 2025, the Company filed the Certificate of Amendment with the Secretary of State of the State of Delaware and the Certificate of Amendment became effective upon filing.

The foregoing description of the Certificate of Amendment does not purport to be complete and is qualified in its entirety by reference to the full text of the Certificate of Amendment, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and incorporated herein by reference.

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

The Company 2025 Annual Meeting was held on June 4, 2025. At the 2025 Annual Meeting, holders of the Company's Class A and Class B common stock, voting together as a single class:

- elected Jennifer Miller and Nickolas Stavropoulos to serve as the Company's class III directors until the Company's 2028 annual meeting of stockholders and until their successors are elected and qualified;
- ratified the appointment of RSM US LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025;
- approved an amendment to the Company's Restated Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation.

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 2025 Annual Meeting.

The matters acted upon at the 2025 Annual Meeting, and the voting tabulation for each matter, are as follows:

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

<u>Nominee</u>	<u>Votes For</u>	<u>Votes Withheld</u>	<u>Broker Non-Votes</u>
ler	100,531,825	14,526,095	5,517,666
ivropoulos	113,991,678	1,066,242	5,517,666

Proposal 2: Ratification of the appointment of RSM US LLP as the Company's independent registered public accounting firm for the fiscal year ending December 31, 2025:

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
119,762,385	806,347	6,854	—

Proposal 3: The approval of an amendment to the Company's Restated Certificate of Incorporation to reflect new Delaware law provisions regarding officer exculpation

<u>Votes For</u>	<u>Votes Against</u>	<u>Abstain</u>	<u>Broker Non-Votes</u>
101,012,869	13,948,145	96,906	5,517,666

Item 9.01 Financial Statements and Exhibits.

EXHIBIT INDEX

Exhibit No.	Description
3.1	Certificate of Amendment to the Restated Certificate of Incorporation filed on June 5, 2025

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 9, 2025

AMERESCO, INC.

By: /s/ David J. Corrsin

David J Corrsin

Executive Vice President, General Counsel and Secretary

CERTIFICATE OF AMENDMENT
TO THE
RESTATED CERTIFICATE OF INCORPORATION
OF
AMERESCO, INC.

(Pursuant to Section 242 of the

General Corporation Law of the State of Delaware)

Ameresco, Inc., a corporation organized and existing under the laws of the State of Delaware (the "Corporation"), hereby certifies as follows:

1. The Corporation was originally incorporated pursuant to the General Corporation Law of the State of Delaware (the "DGCL"). The date of the filing of the Restated Certificate of Incorporation filed with the Secretary of State of the State of Delaware was executed as of July 27, 2010 (the "Restated Certificate of Incorporation"). Pursuant to Section 242 of the DGCL, this Certificate of Amendment (this "Amendment") amends certain provisions of the Restated Certificate of Incorporation.
2. This Amendment has been approved and duly adopted by the Corporation's Board of Directors and stockholders in accordance with the provisions of Section 242 of the DGCL.
3. The Restated Certificate of Incorporation is hereby amended as follows: Article Seventh of the Restated Certificate of Incorporation is hereby amended and restated to read in its entirety as follows:

"ARTICLE SEVENTH

To the fullest extent permitted by the General Corporation Law of the State of Delaware, no director or officer of the Corporation shall be personally liable to the Corporation (in the case of directors) or its stockholders (in the case of directors and officers) for monetary damages for any breach of fiduciary duty as a director or officer. No amendment, repeal or elimination of this provision shall apply to or have any effect on its application with respect to any act or omission of a director or officer occurring before such amendment, repeal or elimination. If the General Corporation Law of the State of Delaware is amended to permit further elimination or limitation of the personal liability of directors or officers, then the liability of a director or officer of the Corporation shall be eliminated or limited to the fullest extent permitted by the General Corporation Law of the State of Delaware as so amended."

4. All other provisions of the Restated Certificate of Incorporation shall remain in full force and effect.

IN WITNESS WHEREOF, this Certificate of Amendment to the Restated Certificate of Incorporation has been executed by a duly authorized officer of this corporation on this 5th day of June, 2025.

Ameresco, Inc.

By: /s/ David J. Corrsin

Name: David J. Corrsin

Title: Executive Vice President, General Counsel and Secretary
