FORM	4
-------------	---

Check this box if no
longer subject to
Section 16. Form 4 or
Form 5 obligations
may continue. See
Instruction 1(b).

(Print or Type Peen

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses) 1. Name and Address of Reporting Sutton Joseph W.	2. Issuer Name and Ticker or Trading Symbol Ameresco, Inc. [AMRC]						5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) (First) C/O AMERESCO, INC., 11 STREET, SUITE 410	3. Date of Earliest Transaction (Month/Day/Year) 11/19/2020						_X_Director Officer (give title below)	_ 10% Owner Other (specify	below)		
(Street) FRAMINGHAM, MA 0170	4. If Amendment, Date Original Filed(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City) (State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1. Title of Security 2. Transaction Instr. 3) Date (Month/Day/Year)			Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	Form:	7. Nature of Indirect Beneficial	
		(Month/Day/Year)	Code	v	Amount	(A) or (D)	Price	(Instr. 3 and 4)		Ownership (Instr. 4)	
Class A Common Stock	11/19/2020		S		10,000	D	\$ 43.5	773,884	I	By Sutton Ventures LP ⁽¹⁾	
Class A Common Stock	11/20/2020		S		10,000	D	\$ 43.445 (2)	763,884	Ι	By Sutton Ventures LP (1)	
Class A Common Stock	11/20/2020		S		10,000	D	\$ 43.6	753,884	Ι	By Sutton Ventures LP (1)	
Class A Common Stock	11/20/2020		S		5,000	D	\$ 43.511 (<u>3</u>)	748,884	Ι	By Sutton Ventures LP ⁽¹⁾	
Class A Common Stock	11/20/2020		S		5,000	D	\$ 43.501 (4)	743,884	Ι	By Sutton Ventures LP ⁽¹⁾	

 Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.
 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 control number.
 SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

	(e.g., puts, calls, warrants, options, convertible securities)														
1. Title of	2.	3. Transaction	3A. Deemed	4.		5.		6. Date Exer	cisable	7. Tit	le and	8. Price of	9. Number of	10.	11. Nature
Derivative	Conversion	Date	Execution Date, if	Transactio	on	Numl	ber	and Expirati	on Date	Amount of		Derivative	Derivative	Ownership	of Indirect
Security	or Exercise	(Month/Day/Year)	any	Code		of	(Month/Day/Year) U		Unde	rlying	Security	Securities	Form of	Beneficial	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)		Deriv	ative			Secur	rities	(Instr. 5)	Beneficially	Derivative	Ownership
	Derivative					Secur	ities			(Instr	. 3 and		Owned	Security:	(Instr. 4)
	Security					Acqu	ired			4)			Following	Direct (D)	
						(A) o							Reported	or Indirect	
						Dispo							Transaction(s)	(I)	
						of (D	·						(Instr. 4)	(Instr. 4)	
						(Instr	· · ·								
						4, and	15)								
											Amount				
								Data	Emination		or				
									Expiration	Title	Number				
								Exercisable	Date		of				
				Code	V	(A)	(D)				Shares				

Reporting Owners

	Relationships						
Reporting Owner Name / Address	Director	10% Owner	Officer	Other			
Sutton Joseph W. C/O AMERESCO, INC. 111 SPEEN STREET, SUITE 410 FRAMINGHAM, MA 01701	Х						

Signatures

David J. Corrsin, attorney-in-fact	11/23/2020
Signature of Reporting Person	Date

Explanation of Responses:

- * 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).
- (1) Mr. Sutton is managing member of Sutton Ventures Group LLC, which is the general partner of Sutton Ventures LP.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.09 to \$43.67, inclusive. The reporting (2) person undertakes to provide to Ameresco, Inc., any security holder of Ameresco, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (2) to this Form 4.
- The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.50 to \$43.605, inclusive. The (3) reporting person undertakes to provide to Ameresco, Inc., any security holder of Ameresco, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (3) to this Form 4.

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$43.50 to \$43.540, inclusive. The (4) reporting person undertakes to provide to Ameresco, Inc., any security holder of Ameresco, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (4) to this Form 4.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.