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

1. Name and Address of Reporting Person
   Sutton Joseph W.
   C/O AMERESCO, INC., 111 SPEEN STREET, SUITE 410
   FRAMINGHAM, MA 01701

2. Issuer Name and Ticker or Trading Symbol
   Ameresco, Inc. [AMRC]

3. Date of Earliest Transaction (Month/Day/Year)
   12/04/2020

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

<table>
<thead>
<tr>
<th>Title of Security</th>
<th>Transaction Date (Month/Day/Year)</th>
<th>Deemed Execution Date, if any (Month/Day/Year)</th>
<th>Transaction Code (Instr. 8)</th>
<th>Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)</th>
<th>Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)</th>
<th>Ownership Form: Direct (D) or Indirect (I) (Instr. 4)</th>
<th>Nature of Indirect Beneficial Ownership (Instr. 4)</th>
</tr>
</thead>
<tbody>
<tr>
<td>Class A Common Stock</td>
<td>12/04/2020</td>
<td></td>
<td>Code V Amount (A) or (D) Price</td>
<td>$44,014 S 603,681</td>
<td>I</td>
<td>By Sutton Ventures LP (2)</td>
<td></td>
</tr>
</tbody>
</table>

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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

1. Title of Derivative Security (Instr. 3)
2. Conversion or Exercise Price of Derivative Security
3. Transaction Date (Month/Day/Year)
4. Deemed Execution Date, if any (Month/Day/Year)
5. Transaction Code (Instr. 8)
6. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)
7. Date Exercisable and Expiration Date (Month/Day/Year)
8. Title and Amount of Underlying Securities (Instr. 3 and 4)
9. Price of Derivative Security (Instr. 5)
10. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)
11. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)
12. Nature of Indirect Beneficial Ownership (Instr. 4)

Reporting Owners

<table>
<thead>
<tr>
<th>Reporting Owner Name / Address</th>
<th>Reporting Owner Name / Address</th>
<th>Relationships</th>
</tr>
</thead>
<tbody>
<tr>
<td>Sutton Joseph W.</td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>C/O AMERESCO, INC.</td>
<td></td>
<td></td>
</tr>
<tr>
<td>111 SPEEN STREET, SUITE 410</td>
<td></td>
<td></td>
</tr>
<tr>
<td>FRAMINGHAM, MA 01701</td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

Signatures

David J. Corrsin, attorney-in-fact

Signature of Reporting Person

Date 12/08/2020
Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).


The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from $44.00 to $44.085, inclusive. The 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 (1) to this Form 4.

(1) Mr. Sutton is managing member of Sutton Ventures Group LLC, which is the general partner of Sutton Ventures LP.

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.