

# FORM 4

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

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

**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 Person* Georgeoff Robert <small>(Last) (First) (Middle)</small> C/O AMERESCO, INC., 111 SPEEN STREET, SUITE 401 <small>(Street)</small> FRAMINGHAM, MA 01701 <small>(City) (State) (Zip)</small>	2. Issuer Name and Ticker or Trading Symbol Ameresco, Inc. [AMRC]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director _____ 10% Owner _____ X Officer (give title below) _____ Other (specify below) _____ Executive Vice President
3. Date of Earliest Transaction (Month/Day/Year) 03/04/2021		6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person _____ Form filed by More than One Reporting Person
4. If Amendment, Date Original Filed (Month/Day/Year)		

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	03/04/2021		M		5,002	A	\$ 10.95	5,002	D	
Class A Common Stock	03/04/2021		M		11,998	A	\$ 4.64	17,000	D	
Class A Common Stock	03/04/2021		S		17,000	D	\$ 44	0	D	

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

SEC 1474 (9-02)  
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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Stock Option (right to purchase)	\$ 10.95	03/04/2021		M		5,002		09/16/2014	09/15/2021	Class A Common Stock	5,002.00	\$ 0	0	D	
Stock Option (right to purchase)	\$ 4.64	03/04/2021		M		11,998		05/10/2019	05/10/2026	Class A Common Stock	11,998.00	\$ 0	24,139	D	
Stock Option (right to purchase)	\$ 43.00	03/05/2021		A		15,000		<a href="#">(U)</a>	03/04/2031	Class A Common Stock	15,000.00	\$ 0	15,000	D	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Georgeoff Robert C/O AMERESCO, INC. 111 SPEEN STREET, SUITE 401 FRAMINGHAM, MA 01701			Executive Vice President	

## Signatures

/s/ David J. Corrsin, attorney-in-fact	03/08/2021
<small>**Signature of Reporting Person</small>	<small>Date</small>

## 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) Of the shares subject to the option, 20% vest on March 5, 2022, and the remainder vest in four equal installments on each of the subsequent four anniversaries of such date.

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

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