

# FORM 4

**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

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 Responses)

1. Name and Address of Reporting Person* <b>Murley Thomas S</b>			2. Issuer Name and Ticker or Trading Symbol <b>Ameresco, Inc. [AMRC]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>06/07/2021</b>					
C/O AMERESCO, INC., 111 SPEEN STREET								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
FRAMINGHAM, MA 01701								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

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	06/07/2021		M		2,000	A	\$ 6.8	12,500	D	
Class A Common Stock	06/07/2021		M		2,000	A	\$ 11.55	14,500	D	
Class A Common Stock	06/07/2021		M		2,000	A	\$ 15.37	16,500	D	
Class A Common Stock	06/07/2021		M		2,000	A	\$ 21.46	18,500	D	
Class A Common Stock	06/07/2021		S		8,000	D	\$ 56.6313 (1)	10,500	D	
Class A Common Stock	06/09/2021		M		6,000	A	\$ 5.1	16,500	D	
Class A Common Stock	06/09/2021		S		6,000	D	\$ 58.8637 (2)	10,500	D	

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 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					
Stock Option (right to purchase)	\$ 6.80	06/07/2021		M			2,000	(3)	05/30/2027	Class A Common Stock 2,000.00	\$ 0	2,000	D	
Stock Option (right to purchase)	\$ 11.55	06/07/2021		M			2,000	(4)	05/23/2028	Class A Common Stock 2,000.00	\$ 0	4,000	D	
Stock Option (right to purchase)	\$ 15.37	06/07/2021		M			2,000	(5)	05/22/2029	Class A Common Stock 2,000.00	\$ 0	6,000	D	

Stock Option (right to purchase)	\$ 21.46	06/07/2021		M			2,000	(6)	05/28/2030	Class A Common Stock	2,000.00	\$ 0	8,000	D
Stock Option (right to purchase)	\$ 5.10	06/09/2021		M			6,000	(7)	10/25/2026	Class A Common Stock	6,000.00	\$ 0	14,000	D

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Murley Thomas S C/O AMERESCO, INC. 111 SPEEN STREET FRAMINGHAM, MA 01701	X			

## Signatures

David J. Corrsin, attorney-in-fact		06/07/2021
<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).

The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$56.50 to \$56.92, inclusive. The reporting person (1) 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) and in footnote (2) to this Form 4.

(2) The price reported in Column 4 is a weighted average price. These shares were purchased in multiple transactions at prices ranging from \$58.56 to \$59.22, inclusive.

(3) Of the shares subject to the option, 20% vest on June 1, 2018, and the remainder vest in four equal installments on each of the subsequent four anniversaries of such date.

(4) Of the shares subject to the option, 20% vest on May 24, 2019, and the remainder vest in four equal installments on each of the subsequent four anniversaries of such date.

(5) Of the shares subject to the option, 20% vest on May 23, 2020, and the remainder vest in four equal installments on each of the subsequent four anniversaries of such date.

(6) Of the shares subject to the option, 20% vest on May 29, 2021, and the remainder vest in four equal installments on each of the subsequent four anniversaries of such date.

(7) Of the shares subject to the option, 20% vested on October 26, 2017, 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.

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.