

LIME ENERGY CO.
Form 4
June 24, 2016

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, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Macdonald Peter Scott

(Last) (First) (Middle)

C/O BISON CAPITAL, 780 THIRD AVENUE, 30TH FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
LIME ENERGY CO. [LIME]

3. Date of Earliest Transaction (Month/Day/Year)
06/23/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| Common Stock | 06/23/2016 | | A | (A) or (D) 2,283 (1) | (2) 35,288 | I | See note (3) |

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

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(9-02)

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

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| 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 Owned Following Transaction (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Macdonald Peter Scott C/O BISON CAPITAL 780 THIRD AVENUE, 30TH FLOOR NEW YORK, NY 10017 | X | X | | |
| BISON CAPITAL PARTNERS IV, L.P. 233 WILSHIRE BLVD, SUITE 245 SANTA MONICA, CA 90401 | | X | | |
| Bison Capital Partners IV GP, L.P. 233 WILSHIRE BLVD, SUITE 245 SANTA MONICA, CA 90401 | | X | | |

Signatures

| | |
|--|------------|
| /s/ Peter Scott Macdonald | 06/24/2016 |
| __Signature of Reporting Person | Date |
| /s/ Peter Scott Macdonald, on behalf of Bison Capital Partners IV, L.P. | 06/24/2016 |
| __Signature of Reporting Person | Date |
| /s/ Peter Scott Macdonald, on behalf of Bison Capital Partners IV GP, L.P. | 06/24/2016 |
| __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) Half these shares vest immediately and half vest 06/23/2017.
- (2) Granted pursuant to the 2010 Non-Employee Directors Stock Plan for Board and Committee service.

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The reporting person holds these securities for the benefit of Bison Capital Asset Management, LLC and disclaims beneficial ownership in such securities except to the extent of his pecuniary interest therein. Bison Capital Partners IV, L.P. and its general partner, Bison

- (3) Capital Partners IV GP, L.P., each 10% owners, directors by deputization and joint filers, may also be deemed to have a pecuniary interest in such securities as a result of certain provisions in the limited partnership agreement. Bison Capital Partners IV, L.P. and Bison Capital Partners IV GP, L.P. each disclaims beneficial ownership except to the extent of its pecuniary interest therein.

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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