

Ameresco, Inc.
 Form S-8
 August 08, 2018

As filed with the Securities and Exchange Commission on August 8, 2018
 Registration No. 333-

UNITED STATES
 SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549
 FORM S-8
 REGISTRATION STATEMENT UNDER
 THE SECURITIES ACT OF 1933

Ameresco, Inc.
 (Exact Name of Registrant as Specified in Its Charter)

Delaware 04-3512838
 (State or Other Jurisdiction of Incorporation (I.R.S. Employer
 or Organization) Identification No.)

111 Speen Street, Suite 410 01701
 Framingham, Massachusetts (Zip Code)
 (Address of Principal Executive Offices)

2017 Employee Stock Purchase Plan, as amended
 (Full Title of the Plan)

George P. Sakellaris
 President and Chief Executive Officer
 111 Speen Street, Suite 410
 Framingham, Massachusetts 01701
 (Name and Address of Agent For Service)

(508) 661-2200
 (Telephone Number, Including Area Code, of Agent For Service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an emerging growth company. See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company," and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer
 Non-accelerated filer (Do not check if a smaller reporting company) Smaller reporting company
 Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

CALCULATION OF REGISTRATION FEE

Title Amount of to be Registered ⁽¹⁾	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee

to
be
Registered
Class
A
Common
Stock,
\$0.0000,000 shares \$13.23⁽²⁾ \$1,323,000⁽²⁾ \$164.72
par
value
per
share

In accordance with Rule 416 under the Securities Act of 1933,
as amended, this registration statement shall be deemed to

- (1) cover any additional securities that may from time to time be
offered or issued to prevent dilution resulting from stock
splits, stock dividends or similar transactions.

Estimated solely for the purpose of calculating the registration
fee pursuant to Rules 457(c) and 457(h) of the Securities Act

- (2) of 1933, as amended, and based upon the average of the high
and low prices of the Registrant's Class A Common Stock as
reported on the New York Stock Exchange on August 2, 2018.
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STATEMENT OF INCORPORATION BY REFERENCE

This Registration Statement on Form S-8 is being filed to register an additional 100,000 shares of Class A Common Stock, par value \$0.0001 per share (the "Common Stock"), of Ameresco, Inc. (the "Registrant") issuable under the Registrant's 2017 Employee Stock Purchase Plan (the "ESPP"). Pursuant to General Instruction E to Form S-8, except as otherwise set forth below, this Registration Statement on Form S-8 incorporates by reference the contents of the Registration Statement on Form S-8, File No. 333-219864, filed by the Registrant with the Securities and Exchange Commission on August 10, 2017 relating to the ESPP, except for Item 8, Exhibits.

PART II

INFORMATION REQUIRED IN THE REGISTRATION STATEMENT

Item 8. Exhibits.

Number Description

- 4.1 Restated Certificate of Incorporation of the registrant. Filed as Exhibit 3.1 to the registrant's Current Report on Form 8-K dated July 27, 2010 and filed with the Commission on July 30, 2010 (file no. 001-34811) and incorporated herein by reference.
- 4.2 Amended and Restated By-Laws of the registrant. Filed as Exhibit 3.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2014 and incorporated herein by reference.
- 5.1* Opinion of Wilmer Cutler Pickering Hale and Dorr LLP, counsel to the registrant.
- 23.1* Consent of RSM US LLP.
- 23.2* Consent of Wilmer Cutler Pickering Hale and Dorr LLP (included in Exhibit 5.1).
- 24.1* Power of attorney (included on the signature pages of this registration statement).
- 99.1 2017 Employee Stock Purchase Plan, as amended. Filed as Exhibit 10.1 to the registrant's Quarterly Report on Form 10-Q for the quarter ended June 30, 2018 and incorporated herein by reference.

* Filed herewith.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the town of Framingham, Massachusetts, on this 8th day of August, 2018.

AMERESCO, INC.

By: /s/ George P. Sakellaris

George P. Sakellaris

President and Chief Executive Officer

POWER OF ATTORNEY AND SIGNATURES

We, the undersigned officers and directors of Ameresco, Inc. hereby severally constitute and appoint George P. Sakellaris, David J. Corrsin and John R. Granara, III, and each of them singly, our true and lawful attorneys with full power to them, and each of them singly, to sign for us and in our names in the capacities indicated below, the registration statement on Form S-8 filed herewith and any and all subsequent amendments to said registration statement, and generally to do all such things in our names and on our behalf in our capacities as officers and directors to enable Ameresco, Inc. to comply with the provisions of the Securities Act of 1933, as amended, and all requirements of the Securities and Exchange Commission, hereby ratifying and confirming our signatures as they may be signed by our said attorneys, or any of them, to said registration statement and any and all amendments thereto. Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ George P. Sakellaris	Chairman of the Board of Directors, President and Chief Executive Officer	August 8, 2018
George P. Sakellaris	(Principal Executive Officer)	
/s/ John R. Granara, III	Executive Vice President and Chief Financial Officer	August 8, 2018
John R. Granara, III	(Principal Financial and Accounting Officer)	
/s/ David J. Anderson	Director	August 8, 2018
David J. Anderson		
/s/ David J. Corrsin	Director	August 8, 2018
David J. Corrsin		
/s/ Douglas I. Foy	Director	August 8, 2018
Douglas I. Foy		
/s/ Jennifer L. Miller	Director	August 8, 2018
Jennifer L. Miller		
/s/ Thomas S. Murley	Director	August 8, 2018
Thomas S. Murley		
/s/ Joseph W. Sutton	Director	August 8, 2018
Joseph W. Sutton		
/s/ Frank V. Wisneski	Director	August 8, 2018
Frank V. Wisneski		