

Byrne Samuel T
Form SC 13G/A
February 14, 2012

SECURITIES AND EXCHANGE COMMISSION

Washington, DC 20549

SCHEDULE 13G/A

(Amendment No. 1)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2(b)**

Ameresco Inc.

(Name of Issuer)

Class A Common Stock, \$0.0001 par value per share

(Title of Class of Securities)

02361E108

(CUSIP Number)

December 31, 2011

(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

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1. NAMES OF REPORTING PERSONS

Samuel T. Byrne

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) (b)

3. Not applicable
SEC USE ONLY

4. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

5. SOLE VOTING POWER

NUMBER OF
SHARES

1,698,620 shares

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY

0 shares

EACH

7. SOLE DISPOSITIVE POWER

REPORTING

PERSON

1,698,620 shares

8. SHARED DISPOSITIVE POWER

WITH

0 shares

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,698,620 shares

10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11. Not applicable
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12. 6.7%
TYPE OF REPORTING PERSON

IN

SCHEDULE 13G

- Item 1 (a) Name of Issuer:
Ameresco Inc.
- 1 (b) Address of Issuer's Principal Executive Offices:
111 Speen Street, Suite 410

Framingham, MA 01701
- Item 2 (a) Name of Person Filing:
Samuel T. Byrne
- 2 (b) Address of Principal Business Office or, if none, Residence:
CrossHarbor Capital Partners, LLC

One Boston Place, 23rd Floor

Boston, MA 02108-4406
- 2 (c) Citizenship:
United States
- 2 (d) Title of Class of Securities:
Class A Common Stock, \$0.0001 per value per share
- 2 (e) CUSIP Number:
02361E108
- Item 3 If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c):
Not applicable

Item 4 Ownership:

4 (a) Amount beneficially owned:

1,698,620 shares

4 (b) Percent of Class:

6.7%

4 (c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote:

1,698,620 shares

(ii) shared power to vote or to direct the vote:

0 shares

(iii) sole power to dispose or to direct the disposition of:

1,698,620 shares

(iv) shared power to dispose or to direct the disposition of:

0 shares

Item 5 Ownership of Five Percent or Less of a Class:

Not Applicable.

Item 6 Ownership of More than Five Percent on Behalf of Another Person:

Not Applicable.

Item 7 Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company:

Not Applicable.

Item 8 Identification and Classification of Members of the Group:

Not Applicable.

Item 9 Notice of Dissolution of Group:

Not Applicable.

Item 10 Certification:

Not Applicable.

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After reasonable inquiry and to the best of its knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

By: /s/ Samuel T. Byrne
Name: Samuel T. Byrne

February 14, 2011

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