

Ameresco, Inc.  
Form 8-K  
July 30, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the  
Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): July 27, 2010**

**Ameresco, Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-34811**  
(Commission  
File Number)

**04-3512838**  
(IRS Employer  
Identification No.)

**111 Speen Street, Framingham, Massachusetts 01701**

(Address of principal executive offices) (Zip Code)

**(508) 661-2200**

Registrant's telephone number, including area code

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On July 27, 2010, in connection with the closing of its initial public offering, Ameresco, Inc., a Delaware corporation (the Company ), filed a Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the Restated Charter ). The Restated Charter removes provisions setting forth terms for series of preferred stock of the Company that are no longer outstanding. The Restated Charter was effective on July 27, 2010. A copy of the Restated Charter is attached hereto as Exhibit 3.1.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

Exhibit 3.1 Restated Certificate of Incorporation of the Company

2

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**Signatures**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Ameresco, Inc.

Date: July 30, 2010

By: /s/ David J. Corrsin  
David J. Corrsin  
Executive Vice President,  
General Counsel and Secretary

3

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**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
| Exhibit 3.1        | Restated Certificate of Incorporation of the Company<br>4 |