

Edgar Filing: World Energy Solutions, Inc. - Form SC 13G

World Energy Solutions, Inc.  
Form SC 13G  
February 09, 2007

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

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OMB APPROVAL  
-----  
OMB Number 3235-0145  
-----  
Expires: February 28, 2009  
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Estimated average burden  
hours per response . . . 11

INITIAL SCHEDULE 13G

Under the Securities Exchange Act of 1934

World Energy Solutions, Inc.

-----  
(Name of Issuer)

Common Stock

-----  
(Title of Class of Securities)

98145W109

-----  
(CUSIP Number)

December 31, 2006

-----  
(Date of Event Which Requires Filing of this Statement)

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)

\*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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CUSIP No. 98145W109  
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Page 2 of 7 Pages  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).  
  
Manulife Financial Corporation  
-----

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  |   
N/A (b)

3 SEC USE ONLY  
-----

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
  
Canada  
-----

5 SOLE VOTING POWER

-0-  
-----

Number of  
Shares  
Beneficially  
Owned by  
Each  
Reporting  
Person  
With

6 SHARED VOTING POWER

-0-  
-----

7 SOLE DISPOSITIVE POWER

-0-  
-----

8 SHARED DISPOSITIVE POWER

-0-  
-----

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

None, except through its indirect, wholly-owned subsidiary, Elliott  
& Page Limited  
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10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*

N/A  
-----

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
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See line 9 above.

12 TYPE OF REPORTING PERSON\*  
HC

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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1 NAME OF REPORTING PERSON  
I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (entities only).  
Elliott & Page Limited

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)   
N/A (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION  
Canada

	5	SOLE VOTING POWER	
		5,000,000	
Number of Shares Beneficially Owned by Each Reporting Person With	6	SHARED VOTING POWER	
		-0-	
	7	SOLE DISPOSITIVE POWER	
		5,000,000	
	8	SHARED DISPOSITIVE POWER	
		-0-	

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
5,000,000

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES\*  
N/A

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

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6.53%

12 TYPE OF REPORTING PERSON\*

IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT!  
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Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)

- Item 1(a) Name of Issuer:  
World Energy Solutions, Inc.
- Item 1(b) Address of Issuer's Principal Executive Offices:  
446 Main Street  
Worcester, Massachusetts 01608
- Item 2(a) Name of Person Filing:  
This filing is made on behalf of Manulife Financial Corporation ("MFC"), and MFC's indirect, wholly-owned subsidiary, Elliott & Page Limited ("E&P").
- Item 2(b) Address of the Principal Offices:  
The principal business offices of MFC and E&P are located at 200 Bloor Street, East, Toronto, Ontario, Canada, M4W 1E5.
- Item 2(c) Citizenship:  
MFC and E&P are organized and exist under the laws of Canada.
- Item 2(d) Title of Class of Securities:  
Common Stock
- Item 2(e) CUSIP Number:  
98145W109
- Item 3 If the Statement is being filed pursuant to Rule 13d-1(b), or 13d-2(b), check whether the person filing is a:
- MFC: (g)  Parent Holding Company, in accordance with ss.240.13d-1(b)(ii)(G).
- E&P: (e)  Investment Adviser registered under ss.203 of the Investment Advisers Act of 1940.
- Item 4 Ownership:
- (a) Amount Beneficially Owned: E&P has beneficial ownership of 5,000,000 shares of Common Stock. Through its parent-subsidary relationship to E&P, MFC may be deemed to have beneficial ownership of these same shares.

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(b) Percent of Class: Of the 76,511,741 shares outstanding as of

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December 14, 2006, according to the issuer's quarterly report on form 10-Q for the fiscal year ended September 30, 2006, E&P held 6.53%.

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

- (i) sole power to vote or to direct the vote:  
E&P has sole power to vote or to direct the voting of the shares of Common Stock it beneficially owns.
- (ii) shared power to vote or to direct the vote: -0-
- (iii) sole power to dispose or to direct the disposition of:  
E&P has sole power to dispose or to direct the disposition of the shares of Common Stock it beneficially owns.
- (iv) shared power to dispose or to direct the disposition of:  
-0-

- 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:  
See Items 3 and 4 above.
- Item 8 Identification and Classification of Members of the Group:  
Not applicable.
- Item 9 Notice of Dissolution of a Group:  
Not applicable.
- Item 10 Certification:  
By signing below the undersigned certifies that, to the best of its knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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SIGNATURE

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

Manulife Financial Corporation

By: /s/ Scott A. Lively

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Dated: February 2, 2007  
Name: Scott A. Lively  
Title: Attorney in Fact\*

Elliott & Page Limited

Dated: February 2, 2007  
By: /s/ Robert G. Wepler  
Name: Robert G. Wepler  
Title: General Counsel & Secretary

\* Signed pursuant to a Power of Attorney dated January 31, 2007 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on February 1, 2007.

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EXHIBIT A

JOINT FILING AGREEMENT  
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Manulife Financial Corporation and Elliott & Page Limited agree that the Initial Schedule 13G to which this Agreement is attached, relating to the Common Stock of World Energy Solutions, Inc., is filed on behalf of each of them.

Manulife Financial Corporation

Dated: February 2, 2007  
By: /s/ Scott A. Lively  
Name: Scott A. Lively  
Title: Attorney in Fact\*

Elliott & Page Limited

Dated: February 2, 2007  
By: /s/ Robert G. Wepler  
Name: Robert G. Wepler  
Title: General Counsel & Secretary

\* Signed pursuant to a Power of Attorney dated January 31, 2007 included as an Exhibit to Schedule 13G filed with the Securities and Exchange Commission by Manulife Financial Corporation on February 1, 2007.

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