

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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