

Ameresco, Inc.  
Form 8-K  
February 13, 2015

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): February 12, 2015

Ameresco, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware 001-34811

(State or Other Juris- (Commission  
diction of Incorporation) File Number)

111 Speen Street, Suite 410, Framingham, MA 01701

(Address of Principal Executive Offices) (Zip Code)

Registrant's telephone number, including area code: (508) 661-2200

04-3512838

(IRS Employer

Identification No.)

(Former Name or Former Address, if Changed Since Last Report)

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))

Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers;  
Compensatory Arrangements of Certain Officers.

Election of Director

On February 12, 2015, the Board of Directors of Ameresco, Inc. elected Jennifer L. Miller to serve as an independent director of the Company in the class of directors whose terms expire at Ameresco's 2016 Annual Meeting of Stockholders and as a member of the Nominating and Corporate Governance Committee of the Board of Directors. Ms. Miller will receive the standard compensation for non-employee directors of Ameresco, including retainer fees for Board and committee service and stock options, and will have the benefit of the Company's standard form of director indemnification agreement.

A copy of the press release, issued on February 13, 2015 announcing the election of Ms. Miller is attached hereto as Exhibit 99.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

The exhibits listed on the Exhibit Index immediately preceding such exhibits are furnished as part of this Current Report on Form 8-K.

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SIGNATURE

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: February 13, 2015

By: /s/ David J. Corrsin  
David J. Corrsin

Executive Vice President, General Counsel and  
Secretary

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EXHIBIT INDEX

| Exhibit<br>No. | Description   |
|----------------|---|
| 99.1           | Press Release issued by the Company on February 13, 2015. |