

Ameresco, Inc.
Form SC 13G/A
February 07, 2017

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
(Amendment No. 6)*

Ameresco, Inc.
(Name of Issuer)
Class A Common Stock, \$.0001 par value per share
(Title of Class of Securities)
02361E 10 8
(CUSIP Number)
December 31, 2016
(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 on 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 (the "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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NAMES OF REPORTING

1. PERSONS

George P. Sakellaris

CHECK THE APPROPRIATE BOX

2. IF A MEMBER OF A GROUP* (see instructions)

(a) (b)

3. SEC USE ONLY

CITIZENSHIP OR PLACE OF

4. ORGANIZATION

United States of America

NUMBERS OF VOTING POWER

OF 21,993,361

SHARES SHARED VOTING POWER

BENEFICIALLY

OWNED DISPOSITIVE POWER

BY 21,993,361

EACH

REPORTING DISPOSITIVE POWER

PERSONS 1,000

WITH

AGGREGATE AMOUNT

9. BENEFICIALLY OWNED BY

EACH REPORTING PERSON

22,918,361

CHECK BOX IF THE

10. AGGREGATE AMOUNT IN ROW

(9) EXCLUDES CERTAIN

SHARES (SEE INSTRUCTIONS

PERCENT OF CLASS

11. REPRESENTED BY AMOUNT IN

ROW (9)

49.3%

12. TYPE OF REPORTING PERSON

IN

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Item 1(a). Name of Issuer:

Ameresco, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

111 Speen St., Suite 410

Framingham, MA 01701

Item 2(a). Name of Person Filing:

George P. Sakellaris

Item 2(b). Address of Principal Business Offices or, if None, Residence:

c/o Ameresco, Inc.

111 Speen St., Suite 410

Framingham, MA 01701

Item 2(c). Citizenship:

United States of America

Item 2(d). Title of Class of Securities:

Class A Common Stock, \$.0001 par value per share. Shares reported include shares of Class A Common stock issuable upon conversion of shares of the Issuer's Class B Common Stock, \$.0001 par value per share. Shares of Class B Common Stock are convertible on a one-for-one basis into shares of Class A Common Stock and are entitled to five votes per share.

Item 2(e). CUSIP Number:

02361E 10 8

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership:

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 22,918,361

Includes: (i) 610,000 shares issuable upon exercise of options that are exercisable within 60 days of December 31, 2016; (ii) 7,000,000 shares issuable upon conversion of shares of Class B Common Stock held directly by the Reporting Person; and (iii) 11,000,000 shares issuable upon conversion of shares of Class B Common Stock held by the Ameresco 2015 Annuity Trust, of which the Reporting Person is the trustee and sole beneficiary.

Also includes 925,000 shares held by the George P. Sakellaris 2012 Delaware Dynasty Trust (the "Trust"). The Reporting Person may be deemed the beneficial holder of the shares held by the Trust and to share voting and dispositive power. The Reporting Person disclaims beneficial ownership of the shares held by the Trust, and this schedule shall not be deemed an admission that the Reporting Person is the beneficial owner of the shares held by the Trust for purposes of Section 13 or for any other purpose.

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Percent of class: 49.3% (based on 27,849,019 shares of Class A Common Stock outstanding as of October 28, (b)2016 as reported in the Issuer's Quarterly Report on Form 10-Q for the quarterly period ended September 30, 2016 and calculated in accordance with Rule 13d-3(d)).

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

- (i) Sole power to vote or direct the vote: 21,993,361
- (ii) Shared power to vote or direct the vote: 925,000
- (iii) Sole power to dispose or to direct the disposition of: 21,993,361
- (iv) Shared power to dispose or to direct the disposition of: 925,000

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

7. 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. Certifications.

Not applicable.

* * *

SIGNATURE

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

February 6, 2017

(Date)

/s/ George P. Sakellaris

(Signature)

George P. Sakellaris

(Name and Title)