

LIME ENERGY CO.  
Form S-8 POS  
June 06, 2008

As filed with the Securities and Exchange Commission on June 5, 2008  
Registration No. 333-144474

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
POST-EFFECTIVE AMENDMENT NO. 1 TO  
FORM S-8  
REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933  
Lime Energy Co.**

(Exact name of registrant as specified in its charter)

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

**36-4197337**  
(I.R.S. Employer  
Identification Number)

**1280 Landmeier Road  
Elk Grove Village, Illinois**  
(Address of registrant's principal executive offices)

**60007**  
(Zip Code)

**Amended 2001 Stock Incentive Plan**  
(Full title of the plan)

**Jeffrey R. Mistarz**  
**Chief Financial Officer and Treasurer**

**1280 Landmeier Road  
Elk Grove Village, Illinois 60007  
(847) 437-1666**

(Name, address, including zip code and telephone number, including area code, of agent for service)

*Copies to:*

**J. Todd Arkebauer  
Reed Smith LLP  
10 S. Wacker Dr.  
Chicago, Illinois 60606  
(312) 207-6453**

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

**DEREGISTRATION OF SECURITIES**

This Post-Effective Amendment No. 1 to Registration Statement on Form S-8 Registration No. 333-144474 (the Registration Statement ), is being filed to deregister certain shares of common stock, par value \$0.0001 per share (the Common Stock ), of Lime Energy Co. (the Company ) that were registered for issuance pursuant to the Amended 2001 Stock Incentive Plan (the SIP ). The Company registered an aggregate of 107,620 shares (share number adjusted to reflect stock splits) of Common Stock for issuance under the SIP pursuant to two registration statements on Form S-8 filed with the Securities and Exchange Commission on January 11, 2005 (Registration No. 333-121958) and July 11, 2007 (Registration No. 333-144474). The Company has adopted a new equity-based plan, the Lime Energy Co. 2008 Long-Term Incentive Plan (the 2008 Plan ), which provides that the shares of Common Stock that are available for future awards under the SIP may be transferred and reserved for issuance under the 2008 Plan. A total of 107,620 shares of Common Stock were available for future awards under the SIP as of June 4, 2008.

Accordingly, pursuant to General Instruction E to Form S 8, this Post-Effective Amendment No. 1 is being filed to deregister 107,620 shares of Common Stock previously registered for issuance under the SIP and to move those shares to a new Form S 8 Registration Statement (No. 333 ) filed by the Company for shares issuable under the 2008 Plan.

Additionally, a portion of the \$418.01 registration fee previously paid by the Registrant to register 107,620 shares being deregistered under this Amendment No. 1 to Registration Statement on Form S-8 for the SIP will be carried forward and applied to the registration fee due as a result of registering the 280,000 shares on Registration Statement on Form S-8 for the LTIP.

**SIGNATURES**

*The Registrant.* Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Elk Grove Village, State of Illinois, on the 5th day of June, 2008.

Lime Energy Co.

By: /s/ JEFFREY R. MISTARZ  
Jeffrey R. Mistarz  
Chief Financial Officer and Treasurer

- 3 -

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**POWER OF ATTORNEY**

Know all men by these presents, that each person whose signature appears below constitutes and appoints David R. Asplund and Jeffrey R. Mistarz, and each of them singly, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Lime Energy Co.) to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ David R. Asplund	Chief Executive Officer (principal executive officer)	June 5, 2008
David R. Asplund		
/s/ Jeffrey R. Mistarz	Chief Financial Officer, Treasurer and Corporate Secretary (principal financial officer and principal accounting officer)	June 5, 2008
Jeffrey R. Mistarz		
/s/ Richard Kiphart	Chairman of the Board	June 5, 2008
Richard Kiphart		
/s/ Gregory Barnum	Director	June 5, 2008
Gregory Barnum		
/s/ William Carey	Director	June 5, 2008
William Carey		
/s/ Joseph Desmond	Director	June 5, 2008
Joseph Desmond		
/s/ Daniel W. Parke	Director	June 5, 2008
Daniel W. Parke		
/s/ David Valentine	Director	June 5, 2008

David Valentine

- 4 -