

Ameresco, Inc.  
Form SC 13G/A  
November 03, 2015

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

**SCHEDULE 13G/A**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

**Ameresco, Inc.**

(Name of Issuer)

**Class A Common Stock, \$0.0001 par value per share**

(Title of Class of Securities)

**02361E108**

(CUSIP Number)

**October 30, 2015**

(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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Names Of Reporting Persons

I.R.S. Identification No. Of Above  
Persons (Entities Only)

1.

**Gagnon Securities LLC**

2. check the appropriate box if a (a) o  
group (b) x

3. sec use only

citizenship or place of  
organization

4.

**Delaware Limited Liability  
Company**

number of	5. sole voting power	0
shares	6. shared voting power	1,453,885
beneficially	7. sole dispositive power	0

owned by		
each	8. shared dispositive power	1,468,875

reporting person with:

9.	aggregate amount beneficially owned by each reporting person	1,468,875
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10.	check box if the aggregate amount in row (9) excludes certain shares (See Instructions)	<input type="radio"/>
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11.	percent of class represented by amount in row (9)	5.15%
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12.	type of reporting person (See Instructions)	<b>IA, BD</b>
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Names Of Reporting Persons

I.R.S. Identification No. Of Above  
Persons (Entities Only)

1.

**Neil Gagnon**

2. check the appropriate box if a (a) o  
group (b) x

3. sec use only

citizenship or place of  
organization

4.

**USA**

number of	5. sole voting power	246,345
shares	6. shared voting power	2,608,832
beneficially	7. sole dispositive power	246,345
owned by		
each	8. shared dispositive power	2,639,381
reporting		
person with:		

9.	aggregate amount beneficially owned by each reporting person	2,885,726
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10. check box if the aggregate amount in  
row (9) excludes certain shares (See o  
Instructions)

11.	percent of class represented by amount in row (9)	10.12%
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12.	type of reporting person (See Instructions)	<b>IN</b>
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**Item 1.**

(a) Name of Issuer: Ameresco, Inc.

Address of  
Issuer's Principal  
(b) Executive 111 Speen Street, Suite 410  
Offices:  
Framingham, MA 01701

**Item 2.**

Name of Person Filing: Neil Gagnon has sole voting and dispositive power over 246,345 shares of the Issuer's Common Stock. In addition, Mr. Gagnon has shared voting power over 2,608,832 shares of the Issuer's Common Stock and shared dispositive power over 2,639,381 shares of the Issuer's Common Stock.

Mr. Gagnon is the managing member and principal owner of Gagnon Securities LLC ("GS"), an investment adviser registered with the Securities Exchange Commission ("SEC") under the Investment Advisers Act of 1940, as amended (the "Advisers Act"), and a registered broker-dealer, in its role as investment manager to several customer accounts, foundations, partnerships and trusts (collectively, the "Accounts") to which it furnishes investment advice. Mr. Gagnon and GS may be deemed to share voting power with respect to 1,453,885 shares of Common Stock held in the Accounts and dispositive power with respect to 1,468,875 shares of Common Stock held in the Accounts. GS and Mr. Gagnon expressly disclaim beneficial ownership of all securities held in the Accounts.

Mr. Gagnon is also the Chief Executive Officer of Gagnon Advisors, LLC ("Gagnon Advisors"), an investment adviser registered with the SEC under the Advisers Act. Mr. Gagnon and Gagnon Advisors, in its role as investment manager to Gagnon Investment Associates, LLC ("GIA"), a private investment fund, may be deemed to share voting and dispositive power with respect to the 1,055,979 shares of the Issuer's Common Stock held by GIA. GS and Mr. Gagnon expressly disclaim beneficial ownership of all securities held by GIA.

(c) Address of Principal Business Office or, if none, Residence: 1370 Ave. of the Americas, 24th Floor  
New York, NY 10019

(d) Citizenship: Gagnon Securities LLC: Delaware Limited Liability Company  
Neil Gagnon: USA

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(e) Title of Class of Securities: Class A Common Stock, \$0.0001 par value per share

(f) CUSIP Number: 02361E108

**Item 3.** If this statement is filed pursuant to §§240.13d-1(b) or 13d-2(b) or (c), check whether the person filing is  
**a:**

- (a)  Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).
- (b)  Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c)  Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d)  Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C 80a-8).
- (e)  An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f)  An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g)  A parent holding company or control person in accordance with § 13d-1(b)(1)(ii)(G);
- (h)  A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i)  A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15U.S.C. 80a-3);
- (j)  Group, in accordance with §240.13d-1(b)(1)(ii)(J).

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**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: Gagnon Securities LLC: 1,468,875  
Neil Gagnon: 2,885,726

(b) Percent of class: Gagnon Securities LLC: 5.15%  
Neil Gagnon: 10.12%

Calculation of percentage of beneficial ownership is based on 28,517,892 outstanding shares of the Issuer's Common Stock as reported by the Issuer on its Form 10-Q filed on July 30, 2015.

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

(i) Sole power to vote or to direct the vote:	Gagnon Securities LLC: 0 Neil Gagnon: 246,345
(ii) Shared power to vote or to direct the vote:	Gagnon Securities LLC: 1,453,885 Neil Gagnon: 2,608,832
(iii) Sole power to dispose or to direct the disposition of:	Gagnon Securities LLC: 0 Neil Gagnon: 246,345
(iv) Shared power to dispose or to direct the disposition of:	Gagnon Securities LLC: 1,468,875 Neil Gagnon: 2,639,381

**Item 5. Ownership of Five Percent or Less of a Class.**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

The Accounts described above in Item 2 have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, securities held in their respective accounts. To the knowledge of the Reporting Persons, the interest in any such account does not exceed 5% of the class of securities. Except to the extent described herein, each Reporting Person disclaims beneficial ownership of all such securities.

**Items 7 – 9. Not Applicable.**



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**Item 10. Certification.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above 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, other than activities solely in connection with a nomination under Section 230.14a-11.

**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.

November 3, 2015

Date

GAGNON  
SECURITIES LLC

BY: /s/ Neil Gagnon  
Signature

Neil Gagnon,  
Managing Member  
Name/Title

NEIL GAGNON

/s/ Neil Gagnon  
Signature