

Ameresco, Inc.
Form 8-K
July 30, 2010

**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): July 27, 2010

Ameresco, Inc.

(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation)

001-34811
(Commission
File Number)

04-3512838
(IRS Employer
Identification No.)

111 Speen Street, Framingham, Massachusetts 01701

(Address of principal executive offices) (Zip Code)

(508) 661-2200

Registrant's telephone number, including area code

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))
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Item 5.03. Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 27, 2010, in connection with the closing of its initial public offering, Ameresco, Inc., a Delaware corporation (the Company), filed a Restated Certificate of Incorporation with the Secretary of State of the State of Delaware (the Restated Charter). The Restated Charter removes provisions setting forth terms for series of preferred stock of the Company that are no longer outstanding. The Restated Charter was effective on July 27, 2010. A copy of the Restated Charter is attached hereto as Exhibit 3.1.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

Exhibit 3.1 Restated Certificate of Incorporation of the Company

2

Signatures

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: July 30, 2010

By: /s/ David J. Corrsin
David J. Corrsin
Executive Vice President,
General Counsel and Secretary

3

Exhibit Index

Exhibit No.	Description
Exhibit 3.1	Restated Certificate of Incorporation of the Company 4