

Ameresco, Inc.  
Form 8-K  
June 01, 2016

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): May 26, 2016  
Ameresco, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware 001-34811 04-3512838

(State or Other Juris- (Commission (IRS Employer  
diction of Incorporation) File Number) Identification No.)

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

(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 5.07. Submission of Matters to a Vote of Security Holders.

The Company held its 2016 Annual Meeting of Stockholders on May 26, 2016 (the “2016 Annual Meeting”). At the 2016 Annual Meeting, holders of the Company’s Class A and Class B common stock, voting together as a single class: elected Douglas I. Foy and Jennifer L. Miller to serve as the Company’s class III directors until the Company’s 2019 annual meeting of stockholders and until their successors are elected and qualified; ratified the selection of RSM US LLP as the Company’s independent registered public accounting firm for 2016; and ratified the Company’s 2010 Stock Incentive Plan.

The matters acted upon at the 2016 Annual Meeting, and the voting tabulation for each matter, are as follows:

Proposal 1: The election of the following nominees for class III directors for a term of three years (voted on by holders of Class A common stock and Class B common stock, voting together as a single class):

| Nominee            | Votes For   | Votes Withheld | Broker<br>Non-Votes |
|--------------------|-------------|----------------|---------------------|
| Douglas I. Foy     | 104,512,941 | 804,242        | 9,266,434           |
| Jennifer L. Miller | 104,779,119 | 538,064        | 9,266,434           |

Proposal 2: Ratification of the selection of RSM US LLP as the Company’s independent registered public accounting firm for the fiscal year ending December 31, 2016 (voted on by holders of Class A common stock and Class B common stock, voting together as a single class):

| Votes For   | Votes Against | Abstain | Broker<br>Non-Votes |
|-------------|---------------|---------|---------------------|
| 114,540,481 | 35,760        | 7,376   | —                   |

Proposal 3: Ratification of the Company’s 2010 Stock Incentive Plan (voted on by holders of Class A common stock and Class B common stock, voting together as a single class):

| Votes For   | Votes Against | Abstain | Broker<br>Non-Votes |
|-------------|---------------|---------|---------------------|
| 101,932,305 | 3,337,003     | 47,874  | 9,266,435           |

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: June 1, 2016 By: /s/ David  
J. Corrsin  
David J.  
Corrsin  
Executive  
Vice  
President,  
General  
Counsel  
and  
Secretary