

LIME ENERGY CO.
Form 3
December 30, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

| | | | | | |
|--|---|--|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Macdonald Peter Scott</p> <p>(Last) (First) (Middle)</p> <p>C/O BISON CAPITAL, 780 THIRD AVE, 30TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, NY 10017</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/23/2014</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>LIME ENERGY CO. [LIME]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|--|--|---|--|
| <p>1. Title of Security (Instr. 4)</p> | <p>2. Amount of Securities Beneficially Owned (Instr. 4)</p> | <p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p> | <p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|--|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|--|---|---|---|--|
| <p>1. Title of Derivative Security (Instr. 4)</p> | <p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable Expiration Date</p> | <p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title Amount or Number of Shares</p> | <p>4. Conversion or Exercise Price of Derivative Security</p> | <p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p> | <p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p> |
|---|--|---|---|---|--|

(Instr. 5)

| | | | | | | |
|--------------------------------------|----------|----------|--------------------------|------------|---|--|
| Series C Convertible Preferred Stock | Â (1)(2) | Â (1)(2) | Common Stock (2) (3) (3) | \$ (2) (3) | I | By Bison Capital Partners IV, L.P. (4) |
|--------------------------------------|----------|----------|--------------------------|------------|---|--|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Macdonald Peter Scott C/O BISON CAPITAL 780 THIRD AVE, 30TH FLOOR NEW YORK, NY 10017 | Â X | Â X | Â | Â |

Signatures

Mary Colleen Brennan 12/30/2014

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
 - ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Convertible at any time at the holder's election and has no expiration date.
The stockholders of Lime Energy Co. (the "Issuer) have approved (i) the full convertibility of shares of Series C Convertible Preferred Stock ("Preferred Stock") into Common Stock and (ii) the full voting power of shares of Preferred stock (clauses (i) and (ii) collectively, (2) the "Proposal"), which approval is effective twenty (20) days after the Issuer mails an Information Statement to stockholders. Prior to effectiveness of shareholder approval of the Proposal, shares of Preferred Stock are convertible into an aggregate number of shares of Common Stock not to exceed 19.99% of the outstanding shares of Common Stock.
As of the date hereof, the 10,000 shares of Preferred Stock were convertible into 4,166,666 shares of Common Stock but subject to the (3) limitation stated in note 2. The conversion value and conversion price are subject to adjustment in accordance with the terms of the Preferred Stock.
 - (4) The reporting person may be deemed to have voting and investment control over these securities. The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, See Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.