

LIME ENERGY CO.
Form 3
January 02, 2015

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)

| | | | | | |
|---|---------|----------|--|--|--|
| 1. Name and Address of Reporting Person * | | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BISON CAPITAL | | | (Month/Day/Year) | LIME ENERGY CO. [LIME] | |
| PARTNERS IV, L.P. | | | 12/23/2014 | | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 233 WILSHIRE BOULEVARD, | | | (Check all applicable) | | |
| SUITE 425 | | | <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner | | |
| (Street) | | | <input type="checkbox"/> Officer <input type="checkbox"/> Other | | |
| LOS ANGELES,Â CAÂ 90401 | | | (give title below) (specify below) | | |
| (City) | (State) | (Zip) | 6. Individual or Joint/Group Filing(Check Applicable Line) | | |
| | | | <input type="checkbox"/> Form filed by One Reporting Person | | |
| | | | <input checked="" type="checkbox"/> Form filed by More than One Reporting Person | | |

Table I - Non-Derivative Securities Beneficially Owned

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

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)

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

| | | | | | | | |
|--------------------------------------|----------|----------|--------------|---------|------------|----------------------------------|---|
| | | | | Shares | | or Indirect (I) (Instr. 5) | |
| Series C Convertible Preferred Stock | Â (1)(2) | Â (1)(2) | Common Stock | (2) (3) | \$ (2) (3) | D (4) | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| BISON CAPITAL PARTNERS IV, L.P. 233 WILSHIRE BOULEVARD, SUITE 425 LOS ANGELES, CA 90401 | Â X | Â X | Â | Â |
| Bison Capital Partners IV, GP, L.P. 233 WILSHIRE BOULEVARD, SUITE 425 SANTA MONICA, CA 90401 | Â X | Â X | Â | Â |

Signatures

/s/ Bison Capital Partners IV, L.P. 01/02/2015
 **Signature of Reporting Person Date

/s/ Bison Capital Partners IV GP, L.P. 01/02/2015
 **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, 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.

(3) 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 limitation stated in note 2. The conversion value and the conversion price are subject to adjustment in accordance with the terms of the Preferred Stock.

(4) The reported securities are owned directly by Bison Capital Partners IV, L.P. Voting and investment control of these securities is shared with Bison Capital Partners IV GP, L.P., as general partner of Bison Capital Partners IV, L.P. Bison Capital Partners IV GP, L.P. disclaims beneficial ownership of these securities except to the extent of its 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.