

LIME ENERGY CO.  
Form 3  
October 02, 2013

**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	
Procell C Adam		(Month/Day/Year)	LIME ENERGY CO. [LIME]	
(Last)	(First)	(Middle)	09/23/2013	
16810 KENTON DRIVE, SUITE 240			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)				
HUNTERSVILLE, NC 28078			(Check all applicable)	
(City)	(State)	(Zip)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
			<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			President & COO	

**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)
Common Stock	20,075 <sup>(1)</sup>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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)
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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Option to Purchase Common Stock	04/06/2012	04/06/2019	Common Stock	6,667	\$ 3.7	D	Â
Option to Purchase Common Stock	04/06/2011	04/06/2019	Common Stock	6,667	\$ 3.7	D	Â
Option to Purchase Common Stock	04/06/2012	04/06/2019	Common Stock	6,666	\$ 3.7	D	Â
Option to Purchase Common Stock	Â (2)	04/16/2020	Common Stock	75,000	\$ 4.5	D	Â
Option to Purchase Common Stock	12/31/2011	12/31/2020	Common Stock	7,169	\$ 4.04	D	Â
Option to Purchase Common Stock	12/31/2012	12/31/2020	Common Stock	7,169	\$ 4.04	D	Â
Option to Purchase Common Stock	12/31/2013	12/31/2020	Common Stock	7,168	\$ 4.04	D	Â
Option to Purchase Common Stock	12/31/2012	12/31/2021	Common Stock	9,086	\$ 3.26	D	Â
Option to Purchase Common Stock	12/31/2013	12/31/2021	Common Stock	9,085	\$ 3.26	D	Â
Option to Purchase Common Stock	12/31/2014	12/31/2021	Common Stock	9,085	\$ 3.26	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Procell C Adam 16810 KENTON DRIVE SUITE 240 HUNTERSVILLE, NC 28078	Â	Â	Â President & COO	Â

## Signatures

Jeffrey Mistarz, by Power of Attorney  
10/02/2013

\_\_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) Includes 5,165 shares of restricted stock granted pursuant to the 2009 Management Incentive Compensation Plan, of which 3,325 will vest on 12/31/13 and 1,840 will vest on 12/31/14.
- (2)

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Options vest and become exercisable if anytime on or before December 31, 2015 i) the Company's stock price exceeds \$20 per share, ii) the Company's annual revenue exceeds \$242 million in any year, and iii) the Company's adjusted EBITDA exceeds \$24 million in any year.

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.