

LIME ENERGY CO.  
Form S-8  
September 03, 2010

As filed with the Securities and Exchange Commission on September 3, 2010

Registration No. 333-

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**Lime Energy Co.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation or organization)

**1280 Landmeier Road**  
**Elk Grove Village, Illinois**  
(Address of registrant's principal executive offices)

**36-4197337**  
(I.R.S. Employer  
Identification Number)

**60007**  
(Zip Code)

**LIME ENERGY CO. 2008 LONG-TERM INCENTIVE PLAN, AS AMENDED**

(Full title of the plan)

**Jeffrey R. Mistarz**

**Chief Financial Officer and Treasurer**

**1280 Landmeier Road**

**Elk Grove Village, Illinois 60007**

**(847) 437-1666**

(Name, address, including zip code and telephone number, including area code, of agent for service)

**Copies to:**

**Benjamin Alexander**

Rutter Hobbs & Davidoff Incorporated

1901 Avenue of the Stars

Suite 1700

Los Angeles, California 90067-6018

(310) 286-1700

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act (check one):

Large accelerated filer	<input type="radio"/>	Accelerated filer	<input type="radio"/>
Non-accelerated filer	<input type="radio"/>	Smaller reporting company	<input type="radio"/>

(Do not check if a smaller reporting company)

**CALCULATION OF REGISTRATION FEE**

<b>Title of securities to be registered</b>	<b>Amount to be registered(1)</b>	<b>Proposed maximum offering price per share(2)</b>	<b>Proposed maximum aggregate offering price</b>	<b>Amount of registration fee</b>
Common Stock, par value \$0.0001 per share, issuable under the 2008 Long-Term Incentive Plan, as amended (1)	1,970,000	\$ 3.35	\$ 6,599,500	\$ 470.54

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Pursuant to Rule 416(a) under the Securities Act of 1933, as amended (the Securities Act ), this Registration Statement registers such indeterminate number of additional shares of Common Stock as may be issued in connection with shares splits, share dividends or similar transactions.

- (2) Estimated solely for the purpose of calculating the amount of the registration fee pursuant to Rule 457(h) promulgated under the Securities Act. The offering price per share and aggregate offering price are based upon the average of the high and low prices for the Common Stock as reported on the NASDAQ Capital Market on September 1, 2010, in accordance with Rule 457(c) of the Securities Act.
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**EXPLANATORY NOTE**

This Registration Statement on Form S-8 is being filed for the purpose of registering an additional 1,970,000 shares of Lime Energy Co.'s common stock to be issued pursuant to the Lime Energy Co. 2008 Long-Term Incentive Plan that was approved by our stockholders on June 4, 2008 and amended November 26, 2008 with such amendment effective January 26, 2009, and amended again on June 3, 2010. Pursuant to General Instruction E of Form S-8, this Registration Statement incorporates by reference Registration Statements on Form S-8 (File Nos. 333-151470 and 333-156998) filed with the Commission on June 6, 2008 and January 28, 2009, respectively.

**PART II**

**INFORMATION REQUIRED IN THE REGISTRATION STATEMENT**

**Item 3. Incorporation of Documents by Reference**

Lime Energy Co. ( "Lime Energy" or the "Company" ) hereby incorporates by reference into this Registration Statement the following documents filed with the Commission:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended December 31, 2009;
- (b) The Company's Quarterly Reports on Form 10-Q for the quarters ended March 31, 2010 and June 30, 2010;
- (c) The Company's Current Reports on Form 8-K filed on January 18, 2008; January 26, 2010; March 23, 2010; April 22, 2010; May 13, 2010; June 7, 2010; June 8, 2010 and August 10, 2010.
- (d) The description of the Company's Common Stock, \$0.0001 par value per share, contained in the Company's Registration Statement on Form S-1 filed on August 12, 2009 (file no. 001-161296), including any amendment or report filed for the purpose of updating such description.

In addition, all documents and reports subsequently filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Securities Exchange Act of 1934, prior to the filing of a post-effective amendment to this Registration Statement which indicates that all securities offered have been sold, or which deregisters all securities then remaining unsold, shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing of such documents.

**Item 8. Exhibits.**

See Exhibit Index, which is incorporated herein by reference.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Elk Grove Village, State of Illinois, on the 3rd day of September 2010.

Lime Energy Co.

By: /s/ Jeffrey Mistarz  
Jeffrey R. Mistarz  
Chief Financial Officer and Treasurer

**POWER OF ATTORNEY**

Know all men by these presents, that each person whose signature appears below constitutes and appoints David R. Asplund and Jeffrey R. Mistarz, and each of them singly, his true and lawful attorneys-in-fact and agents, with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities (including his capacity as a director and/or officer of Lime Energy Co.) to sign any and all amendments (including post-effective amendments) to this Registration Statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorneys-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite and necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue thereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
/s/ David R. Asplund David R. Asplund	Chief Executive Officer (principal executive officer)	September 3, 2010
/s/ Jeffrey R. Mistarz Jeffrey R. Mistarz	Chief Financial Officer, Treasurer and Corporate Secretary (principal financial officer and principal accounting officer)	September 3, 2010
/s/ Richard Kiphart Richard Kiphart	Chairman of the Board	September 3, 2010
/s/ Gregory Barnum Gregory Barnum	Director	September 3, 2010
/s/ Christopher Capps Christopher Capps	Director	September 3, 2010



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William Carey	Director	
Joseph Desmond	Director	
/s/ Stephen Glick Stephen Glick	Director	September 3, 2010
/s/ Daniel W. Parke Daniel W. Parke	Director	September 3, 2010
/s/ David Valentine David Valentine	Director	September 3, 2010



**EXHIBIT INDEX**

<b>Exhibit Number</b>	<b>Description of Exhibit</b>
5.1	Opinion of Rutter Hobbs & Davidoff Incorporated
23.1	Consent of counsel (included in Exhibit 5.1)
23.2	Consent of BDO USA, LLP (formerly known as BDO Seidman, LLP)
24.1	Powers of Attorney (contained on the signature page hereto)
99.1	Lime Energy Co. 2008 Long-Term Incentive Plan, as Amended