

LIME ENERGY CO.
Form 8-K
February 16, 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): **February 11, 2016**

LIME ENERGY CO.

(Exact name of registrant as specified in charter)

DELAWARE
(State or other jurisdiction of
incorporation)

001-16265
(Commission File Number)

36-4197337
(IRS Employer Identification No.)

3 Convery Blvd., Suite 600, Woodbridge, New Jersey 07095

(Address of principal executive offices)

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(201) 416-2559

(Registrant's telephone number, including area code)

Not Applicable

(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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 4.01. Changes in Registrant's Certifying Accountant.

The Audit Committee (the "Committee") of the Board of Directors of Lime Energy Co. (the "Company") completed a competitive process to engage an independent registered public accounting firm for the Company's fiscal year ending December 31, 2016. As a result of this process, the Committee approved the engagement of CohnReznick LLP ("CohnReznick"). On February 11, 2016, the Company informed CohnReznick of the Committee's decision. On February 12, 2016, the Company informed BDO USA, LLP ("BDO") that the Company has determined not to appoint BDO to audit the Company's consolidated financial statements for the fiscal year ended December 31, 2016.

BDO's current engagement remains effective until the issuance of its report on the Company's consolidated financial statements for the fiscal year ended December 31, 2015.

During the Company's fiscal years ended December 31, 2014 and December 31, 2015, and the subsequent interim period through February 12, 2016, (i) the Company had no disagreements with BDO on any matter of accounting principles or practices, financial statement disclosures, or auditing scope or procedure that, if not resolved to the satisfaction of BDO, would have caused BDO to make reference to the subject matter thereof in connection with its reports on the financial statements for such periods, and (ii) there were no reportable events within the meaning of Item 304(a)(1)(v) of Regulation S-K, except for the material weakness reported in the Company's Quarterly Report on Form 10-Q for the period ended March 31, 2015.

BDO's audit report on the Company's consolidated financial statements for the fiscal years ended December 31, 2013 and 2014, did not contain an adverse opinion or a disclaimer of opinion, nor was it qualified or modified as to uncertainty, audit scope, or accounting principles.

In accordance with Item 304(a)(3) of Regulation S-K, the Company provided BDO with a copy of the disclosures it is making in this Current Report on Form 8-K prior to filing it with the Securities and Exchange Commission (the "SEC") and requested that BDO furnish a letter addressed to the SEC stating whether or not BDO agrees with the above statements. A copy of BDO's letter is filed as Exhibit 16.1 to this Current Report on Form 8-K.

During the Company's fiscal years ended December 31, 2013, December 31, 2014 and December 31, 2015, and the subsequent interim period through February 11, 2016, neither the Company, nor anyone on its behalf, consulted CohnReznick regarding (i) the application of accounting principles to a specific transaction, either completed or proposed, (ii) the type of audit opinion that might be rendered on the Company's consolidated financial statements, (iii) any matter that was the subject of a disagreement within the meaning of Item 304(a)(1)(iv) of Regulation S-K, or (iv) any reportable event within the meaning of Item 304(a)(1)(v) of Regulation S-K.

The Company will amend this Current Report on Form 8-K to announce the completion of BDO's engagement as the Company's principal accountant following the issuance of its report on the Company's consolidated financial statements for the fiscal year ended December 31, 2015.

The Audit Committee's engagement of CohnReznick will be submitted for stockholder approval at the Company's 2016 Annual General Meeting of Stockholders.

Item 9.01. Financial Statements and Exhibits

(d) Exhibits.

16.1 Letter of BDO USA, LLP, dated February 15, 2016.

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.

LIME ENERGY CO.

Dated: February 16, 2016

By:

/s/ Mary Colleen Brennan
Mary Colleen Brennan
Chief Financial Officer & Treasurer

EXHIBIT INDEX

| Exhibit No. | Description |
|------------------------|--|
| 16.1 | Letter of BDO USA, LLP, dated February 15, 2016. |