

LIME ENERGY CO.  
Form 8-K  
July 15, 2008

**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 earliest event reported): July 10, 2008**  
**LIME ENERGY CO.**  
(Exact name of registrant as specified in its charter)

DELAWARE

001-16265

36-4197337

(State or other jurisdiction of  
incorporation or organization)

(Commission File #)

(IRS Employer Identification No.)

1280 Landmeier Road, Elk Grove Village, Illinois 60007-2410

(Address of principal executive offices)

(847) 437-1666

(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:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 8.01 Other Events**

On July 10, 2008, Duke Ventures, LLC ( Duke ) elected to convert \$200,372.52 owed to it under a demand note issued by Maximum Performance Group, Inc., a subsidiary of Lime Energy Co., into 32,848 shares of Lime Energy common stock in full satisfaction of the demand note and all accrued interest owed thereon.

The transaction was evidenced by the Equity Purchase Agreement attached hereto as exhibit 10.1 and incorporated herein by reference. This description of the Equity Purchase Agreement is not intended to be complete and is qualified in its entirety by the complete text of the Equity Purchase Agreement.

**Item 9.01 Financial Statements and Exhibits**

- (a) Not Applicable
- (b) Not Applicable
- (c) Not Applicable
- (d) Exhibits

10.1 Equity Purchase Agreement

**SIGNATURE**

Pursuant to the requirements of the Securities and Exchange Act of 1934, the Registrant has caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

LIME ENERGY CO.:

Dated: July 15, 2008

By: /s/ Jeffrey Mistarz  
Jeffrey Mistarz  
Chief Financial Officer & Treasurer