



UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

DIVISION OF  
CORPORATION FINANCE

December 10, 2014

Via E-mail

Miguel J. Vega, Esq.  
Cooley LLP  
500 Boylston Street, 14<sup>th</sup> Floor  
Boston, MA 02116

**Re: World Energy Solutions, Inc.  
Amendment No. 2 to Schedule TO-T filed by  
Wolf Merger Sub Corporation and EnerNOC, Inc.  
Filed December 4, 2014  
File No. 005-82460**

Dear Mr. Vega:

We have reviewed the filing and have the following comments.

**Offer to Purchase**

**11. Background of the Offer; Contacts with the Target, page 21**

1. Please supplementally advise us whether there were any communications or negotiations regarding tender and support agreements prior to September 11, 2014 as requested in prior comment 5.
2. We note your disclosure that on October 31, 2014, the parties reached agreement on material open issues in the tender and support agreement. Please disclose the terms that were agreed upon on October 31, 2014, including whether executives would be signatories.

**13. The Transaction Documents, page 26**

3. We note your response to prior comment 8 as well as your supplemental response dated December 10, 2014. We disagree with your analysis that payment for tendered restricted shares as currently structured complies with Exchange Act Rule 14e-1(c).

Miguel J. Vega, Esq.  
Cooley LLP  
December 10, 2014  
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Please contact me at (202) 551-3589 or Dan Duchovny, Special Counsel, at (202) 551-3619 if you have any questions regarding our comments.

Sincerely,

/s/ Tiffany Piland Posil

Tiffany Piland Posil  
Special Counsel  
Office of Mergers and Acquisitions

cc: Via E-mail  
Matthew J. Cushing  
EnerNOC, Inc.