

BLUE SPHERE CORP.  
Form SC 13G/A  
February 15, 2018

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

SCHEDULE 13G

Information to be included in Statements filed  
pursuant to Rule 13d-1(b), (c) AND (d)

(AMENDMENT NO. 1)

BLUE SPHERE CORPORATION

(Name of Issuer)

COMMON Stock, \$0.001 par value

(Title of Class of Securities)

09605C202

(CUSIP Number)

December 31, 2017

(Date of event which requires filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

(Continued on following pages)

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NAME OF REPORTING PERSON

Justin Keener

1.

S.S. OR I.R.S. IDENTIFICATION NO.  
OF ABOVE PERSON

CHECK THE APPROPRIATE BOX IF A  
MEMBER OF A GROUP

(a) "

2.

(b) "

SEC USE ONLY

3.

CITIZENSHIP OR PLACE OF  
ORGANIZATION:

4.

United States

SOLE VOTING POWER

5.

372,225 (see Item 4)

NUMBER OF

SHARES

SHARED VOTING POWER

BENEFICIALLY

6.

OWNED BY  
EACH

None.

REPORTING

7. SOLE DISPOSITIVE POWER

PERSON WITH

372,225 (see Item 4)

SHARED DISPOSITIVE POWER

8.  
None.

9. AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON

372,225 (see Item 4)  
10. CHECK BOX IF THE AGGREGATE  
AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES

..  
11. PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

9.99%  
12. TYPE OF REPORTING PERSON:

OO

**Item 1(a). Name of Issuer.**

Blue Sphere Corporation (the "Issuer")

**Item 1(b). Address of Issuer's Principal Executive Offices.**

301 McCullough Drive

4th Floor, Charlotte, North Carolina 28262

**Item 2(a). Names of Person Filing.**

Justin Keener ("KEENER")

**Item 2(b). Address of Principal Business Office, or if none, Residence.**

3960 Howard Hughes Parkway

Las Vegas, NV 89169

**Item 2(c). Citizenship.**

United States

**Item 2(d). Title of Class of Securities.**

Common Stock, par value \$0.001 per share (the "Common Stock")

**Item 2(e). CUSIP Number.**

09605C202

**Item 3. If this statement is filed pursuant to Rules 13d-1(b) or 13d-2(b), check whether the person filing is a:**

Not applicable.

**Item 4. Ownership.**

As of the date hereof, KEENER is the beneficial owner of 372,225 shares of Common Stock. Such shares of Common Stock are issuable upon exercise of certain warrants held by KEENER and upon the Issuer consummating a public offering.

Accordingly, for the purpose of this Statement:

- (a) Amount beneficially owned by KEENER: 372,225 shares of Common Stock of the Issuer.

Percent of Class: KEENER beneficially holds 9.99% of the Issuer's issued and outstanding Common Stock based on 3,725,980 shares of Common Stock issued and outstanding, as stated by the Issuer in its Quarterly Report for the period ended September 30, 2017, as filed with the Securities and Exchange Commission on November 20, 2017. 1,250,000 shares of Common Stock are issuable to KEENER upon exercise of certain warrants issued to KEENER on October 25, 2016, December 20, 2016, February 14, 2017, March 14, 2017, April 13, 2017, May 11, 2017, and June 7, 2017 (the "Warrants"), and 312,500 shares of Common Stock of the Issuer are due to be issued to KEENER within five days of the Issuer consummating a public offering ("Origination Shares"). The Warrants are convertible into 1,250,000 shares of Common Stock, however, the aggregate number of shares of Common Stock into which the Warrants are exercisable and which KEENER has the right to acquire beneficial ownership is limited to the number of shares of Common Stock that, together with all other shares of Common Stock

(b) beneficially owned by KEENER, including the shares of Common Stock subject to this Schedule 13G, does not exceed 9.99% of the total outstanding shares of Common Stock. The Issuer is required to deliver to KEENER, within five days of the Issuer consummating a public offering, \$500,000 of Origination Shares. The number of Origination Shares issuable to KEENER upon consummating the public offering is currently 312,500 shares and the maximum number of Origination Shares issuable to KEENER is limited to the number of shares of Common Stock that, together with all other shares of Common Stock beneficially owned by KEENER, including the shares of Common Stock subject to this Schedule 13G, does not exceed 9.99% of the total outstanding shares of Common Stock. In addition, KEENER holds a promissory note (the "Note"), which is currently not convertible and only becomes convertible into shares of Common Stock upon an event of default and would be subject to a beneficial ownership limitation of 9.99% of the total outstanding shares of Common Stock.

(c) Number of shares as to which KEENER has:

(i) Sole power to direct the vote: 372,225 shares of Common Stock of the Issuer.

(ii) Shared power to vote or to direct the vote: None.

(iii) Sole power to dispose or direct the disposition of the Common Stock: 372,225 shares of Common Stock of the Issuer.

(iv) Shared power to dispose or direct the disposition of the Common Stock: None.

**Item 5. Ownership of Five Percent or Less of a Class.**

Not applicable.

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable.

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.**

Not applicable.



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**Item 8. Identification and Classification of Members of the Group.**

Not applicable.

**Item 9. Notice of Dissolution of Group.**

Not applicable.

**Item 10. Certification.**

By signing below, I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction which could have that purpose or effect.

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SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 13, 2018

JUSTIN KEENER

By: /s/ Justin Keener  
Name: Justin Keener  
Title: