

Blue Earth, Inc.  
Form S-1/A  
May 12, 2014

As filed with the Securities and Exchange Commission on May 12, 2014

Registration No. 333-189937

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549**

**AMENDMENT NO. 8**

**FORM S-1**

**REGISTRATION STATEMENT UNDER**

**THE SECURITIES ACT OF 1933**

**BLUE EARTH INC.**

*(Exact Name of Registrant as specified in its charter)*

Nevada  
(State or other jurisdiction  
of incorporation or organization)

8700  
(Primary Standard Industrial  
Classification Code Number)

98-0531496  
(I.R.S. Employer  
Identification No.)

2298 Horizon Ridge Parkway, Suite 205

Henderson, NV 89052

Edgar Filing: Blue Earth, Inc. - Form S-1/A

Telephone: 702-263-1808

Telecopier: 702-263-1823

*(Address and telephone number of principal executive offices)*

Dr. Johnny R. Thomas, CEO Blue Earth, Inc.

2298 Horizon Ridge Parkway, Suite 205

Henderson, NV 89052

Telephone: 702-263-1808

Telecopier: 702-263-1823

*(Name, address and telephone number of agent for service)*

***Copy to:***

Elliot H. Lutzker, Esq. Davidoff Hutcher & Citron, LLP

605 Third Avenue

New York, New York 10158

Telephone: (212) 557-7200

Telecopier: (212) 286-1884

**Approximate Date of Proposed Sale to the Public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

Edgar Filing: Blue Earth, Inc. - Form S-1/A

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. ☐

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 the 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="checkbox"/>	Accelerated filer	<input checked="" type="checkbox"/>
Non-accelerated filer	<input type="checkbox"/>	Smaller reporting company	<input type="checkbox"/>

(Do not check if a smaller reporting company)

## CALCULATION OF REGISTRATION FEE

Title of Each Class of Securities	Shares to be Registered	Proposed Maximum Aggregate Offering Price per Security	Proposed Maximum Aggregate Offering Price	Amount of Registration Fee
Class A Common Stock Purchase Warrants	4,517,500 wts (2)			
Common Stock, par value \$.001	4,517,500 shs (4)	\$2.91 (5)	13,145,925 (3)	\$1,793.10(24)
Common Stock, par value \$.001	7,400,000 shs (6)	\$2.91 (5)	21,534,000	2,737.20(24)
Common Stock, par value \$.001	27,000 shs (7)	\$2.91 (5)	78,570	10.72(24)
Common Stock, par value \$.001	3,600,000 shs (8)	\$2.91 (5)	10,476,000	1,428.93(24)
Common Stock, par value \$.001	1,212,500 shs (9)	\$2.91 (5)	3,528,375	481.27(24)
Common Stock, par value \$.001	400,000 shs (10)	\$2.91 (5)	1,164,000	158.77(24)
Common Stock, par value \$.001	1,400,000 shs (11)	\$2.04 (32)	2,856,000	367.85(24)
Common Stock, \$.001 par value	152,059 shs (12)	\$ 2.91 (5)	442,492	60.36(24)
Common Stock, \$.001 par value	1,250,000 shs (13)	\$2.91 (5)	3,637,500	496.155(24)
Common Stock, \$.001 par value	650,000 shs (14)	\$2.91 (5)	1,891,500	258.01(24)
Common Stock \$.001 par value	2,824,692 shs (15)	\$2.91 (5)	8,510,853	1,121.10(24)
Common Stock, \$.001 par value	726,264 shs (16)	\$2.91 (5)	2,113,428	288.27(24)
Common Stock, \$.001 par value	54,831 shs (17)	\$2.91 (5)	159,558	21.76(24)
Common Stock, \$.001 par value	50,000 shs (18)	\$2.91 (5)	145,500	19.85(24)
Common Stock, \$.001 par value	20,000 shs (19)	\$2.91 (5)	58,200	7.94(24)
Common Stock, \$.001 par value	505,592 shs (20)	\$2.91 (5)	1,471,272	200.82(24)
Common Stock, par value \$.001	57,500 shs (21)	\$3.40 (22)	195,500	26.67(23)
Common Stock, \$.001 par value	144,368 shs (25)	\$1.19 (26)	171,798	23.43(24)
Common Stock, \$.001 par value	10,000 shs (27)	\$1.32(26)	13,200	1.80(26)
Common Stock, \$.001 par value	38,209 shs (28)	\$1.19 (26)	45,469	6.64(26)
Common Stock, \$.001 par value	2,000,000 shs (29)	\$2.91 (29)	5,820,000	793.85(24)
Common Stock, \$.001 par value	537,500 shs (30)	\$1.45 (30)	779,375	106.31(24)
Common Stock, \$.001 par value	888,000 shs (31)	\$2.04 (32)	1,811,520	475.98
Common Stock, \$.001 par value	168,000 shs (33)	\$2.04(32)	342,720	44.14
Common Stock, \$.001 par value	1,000,000 shs (34)	\$2.04 (33)	2,040,000	262.75
Common Stock, \$.001 par value	17,000 shs (35)	\$2.04 (32)	34,680	4.47
Common Stock, \$.001 par value	60,000 shs (36)	\$2.04 (32)	122,400	15.77
Common Stock, \$.001 par value	100,000 shs (37)	\$2.04 (32)	204,000	26.28

Edgar Filing: Blue Earth, Inc. - Form S-1/A

Common Stock, \$.001 par value	100,000 shs (38)	\$2.04 (32)	204,000	26.28
Common Stock, \$.001 par value	2,400,000 shs	\$2.04 (32)	4,896,000	630.61
	(39)			
Total	32,311,015 shs		\$87,602,836	\$11,897.08

(1) Pursuant to Rule 416(a) under the Securities Act of 1933 (the "Act"), the registration statement shall be deemed to cover additional shares Common Stock issuable as a result of stock splits, stock dividends, recapitalization or similar events.

(2) These warrants were issued to all investors the Series C Preferred Stock Offering, exercisable for one share for each two shares of Common Stock issuable upon conversion of the Series C Preferred Stock.

(3) Pursuant to Rule 457(g) under the Act no separate registration fee is required as the underlying common stock is being registered for distribution.

(4) Pursuant to Rule 457(g) under the Act these shares are issuable upon payment of the \$3.00 per share exercise price of the Class A Warrants.

(5) Estimated at \$2.91 per share, the closing price of the common stock as reported on the OTC QB on July 8, 2013 when the shares were registered, for the purpose of calculating the registration fee in accordance with Rule 457(g)(3) under the Act.

(6) The total amount of shares issuable upon the conversion, on a ten for one basis, of 460,900 outstanding shares of Series C Preferred Stock and shares previously issued upon conversion of 279,100 shares of Series C Preferred Stock .

(7) Shares issuable upon exercise of placement agent warrants issued in the Company's Series A and B Preferred Stock Offerings.

(8) Shares issuable upon exercise of warrants issued to management in May 2013 pursuant to employment contracts.

(9) Shares issuable upon exercise of warrants issued to our Chairman of the Board in November and December 2012, in connection with financing transactions, of which 45,000 warrants have been gifted to third parties.

(10) Shares issuable upon exercise of warrants issued to consultants in July and December 2012.

(11) Shares issuable upon exercise of warrants issued to our CEO and Vice President in August 2013 in connection with the extension of their employment contracts.

(12) Shares issued to certain investment advisors and equipment vendors in connection with a completed acquisition.

(13) Shares issuable upon exercise of performance warrants issued to management.

(14) Shares issuable upon exercise of warrants issued to the former owners of Xnergy, Inc.

(15) Shares issued to Davis Revocable Declaration of Trust, an affiliated entity of the former owner of Xnergy Inc.

(16) Shares issued to Joseph Patalano, a former officer of Xnergy Inc.

(17) Shares issued to James C. Davis

Edgar Filing: Blue Earth, Inc. - Form S-1/A

- (18) Shares issued to Robert Nicholas Jones in connection with a completed acquisition.
- (19) Shares issued to Jim Mao, a consultant to the Company.
- (20) Shares issued to Adam Sweeney in connection with the acquisition of Castrovilla Inc.
- (21) Shares issuable upon exercise of placement agent warrants issued in our 2009 private placement.

- (22) Estimated at \$3.40 per share, the average of the high and low prices of the common stock as reported on the OTC Bulletin Board on April 12, 2010 when the shares were registered, for the purpose of calculating the registration fee in accordance with Rule 457(g)(3) under the Act.
- (23) This amount was paid on April 15, 2010, upon the filing of Registration Statement (No. 333-166099).
- (24) This amount was paid on July 12, 2013, with the initial filing of this Registration Statement
- (25) Represents 144,368 shares granted to three consultants and their designees (previously registered 334,368 shares).
- (26) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(h)(1) and Rule 457(c) based upon the last sale price of the Registrant's Common Stock of \$1.19, as reported on the Over the Counter Bulletin Board as of May 10, 2012 upon the filing of registration statement No. 333-181420.
- (27) Shares of Common Stock issuable upon exercise of warrants issued on May 11, 2012, to a consultant exercisable at \$1.32 per share.
- (28) Shares issued to former chief financial officer of the Company in settlement of his termination from employment.
- (29) Shares of Common stock issuable upon the exercise of certain warrants issued in April 2013 to officers of the Company in place of warrants previously issued.
- (30) Includes 437,500 shares issuable upon exercise of warrants and 100,000 restricted shares all issued in February 2011 to our Chairman of the Board.
- (31) Consists of 553,080 shares issuable and 334,920 shares previously issued upon payment of 12% annual dividends upon shares of Series C Preferred Stock.
- (32) Estimated at \$2.04 per share, the closing price of the common stock as reported on the OTC QB on December 11, 2013, for the purpose of calculating the registration fee in accordance with Rule 457(g)(3) under the Act.
- (33) 84,000 shares issued to each of Green Planet Investment Consultants LLC and Broadway Family Group LLC pursuant to consultant agreements dated as of July 15, 2013.
- (34) Shares issuable upon exercise of warrants and issued to our Chairman of the Board in April 2013.
- (35) Shares issued to Michael Bayes.
- (36) Shares issued to Jim Mao, a consultant to the Company.
- (37) Shares issued to Robert Nicholas Jones in connection with a completed acquisition.
- (38) Shares held by our Chairman of the Board and his children.
- (39) Shares issuable upon exercise of warrants issued in May 2013 pursuant to consulting agreements.

(40) Of this amount \$11,072.18 was paid on July 12, 2013 upon the initial filing of this Registration Statement; fees were paid as set forth under Notes (23) and (24) above, with the remaining \$824.90 paid with Amendment No. 1.

**PURSUANT TO REG. 429(B) UNDER THE SECURITIES ACT OF 1933, THIS REGISTRATION STATEMENT SHALL ALSO ACT AS A POST-EFFECTIVE AMENDMENT TO REGISTRATION STATEMENT NO. 333-181420 DECLARED EFFECTIVE ON MAY 9,**

**2013.**





**SUBJECT TO COMPLETION, DATED MAY 12, 2014**

The information in this prospectus is not complete and may be changed. We may not sell these securities until the registration statement filed with the Securities and Exchange Commission is effective. This prospectus is not an offer to sell these securities and we are not soliciting an offer to buy these securities in any state where the offer or sale is not permitted.

**Preliminary Prospectus**

**32,311,015 Shares of Common Stock**

**4,517,500 Common Stock Purchase Warrants**

**BLUE EARTH, INC.**

This prospectus relates to the sale by the selling stockholders of Blue Earth, Inc. as identified in this prospectus, of up to 4,517,500 Class A Common stock purchase warrants, and 32,311,015 shares of our common stock consisting of: (i) 4,517,500 shares issuable upon exercise of Class A Warrants issued in our April 2013 Series C Preferred Stock Offering ( "Series C Preferred Stock Offering" ); (ii) 4,517,500 Class A Warrants in connection with our Series C Preferred Stock Offering which are exercisable at \$3.00 per share and expire on May 31, 2014 (as extended); (iii) 4,609,000 shares issuable and 2,791,000 shares previously issued upon conversion of Series C Preferred Stock and 553,080 shares issuable and 334,920 shares previously issued upon payment of 12% annual dividends upon shares of Series C Preferred Stock; (iv) 27,000 shares issuable upon exercise of placement agent warrants issued in our Series A and B Preferred Stock Offerings exercisable at \$1.75 per share and expiring five years from the date of issuance on various dates between 2016 and 2018; (v) 6,000,000 shares issuable upon exercise of management and consultant warrants issued in May 2013 exercisable at \$1.18 per share and expiring on May 15, 2023; (vi) 10,000 shares issuable upon exercise of warrants issued in May 2012 to a consultant exercisable at \$1.32 per share and expiring on December 31, 2017; (vii) 57,500 shares issuable upon exercise of warrants issued in our 2009 Private Placement exercisable at \$1.25 per share and expiring in November and December 2014; (viii) management warrants in 2010 (1,250,000) exercisable at \$.01 and expiring in September 2015, replacement warrants (2,000,000) in April 2013 exercisable at \$.01 and expiring on April 16, 2023, and warrants issued in August 2013 (1,400,000) exercisable at \$.01 and expiring on August 7, 2023; (ix) an aggregate of 2,650,000 shares issuable upon exercise of warrants issued to our Chairman of the Board (of which 45,000 shares have been assigned to third parties) each exercisable at \$.01 per share and expiring on various dates between November 2022 and April 2023; (x) 400,000 shares issuable upon exercise of warrants issued to four consultants in July and December 2012 each exercisable at \$1.00 per share and expiring on July 10, 2022 and January 2, 2019, respectively; and (xi) 650,000 shares issuable upon exercise of warrants issued to the former owners Xenergy Inc. exercisable at \$0.60 per share and expiring on March 15, 2017, and an aggregate of

5,061,015 restricted shares of Common Stock held by placement agents, investment advisors, vendors, former owners of acquired companies and various consultants. All of these shares of our common stock and the exercise of all warrants are being offered for resale by the selling stockholders.

**NEITHER THE SECURITIES AND EXCHANGE COMMISSION NOR ANY STATE SECURITIES COMMISSION HAS APPROVED OR DISAPPROVED OF THESE SECURITIES OR PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.**

The selling stockholders and any broker-dealers that participate in the distribution of the securities may be deemed to underwriters as that term is defined in Section 2(11) of the Securities Act of 1933, as amended. The last reported sale price of our common stock as quoted under the symbol "BBLU" on the OTC QB on May 9, 2014 was \$2.90 per share.

**Investing in our common stock is highly speculative and involves a high degree of risk. You should carefully consider the risks and uncertainties described under the heading Risk Factors beginning on page 12 of this prospectus before making a decision to purchase our common stock.**

Pursuant to Rule 429(a) under the Securities Act this prospectus is a combined prospectus with the one included in Registration Statement No. 333-181420 declared effective on May 9, 2013.

**The Date of this Prospectus is May \_\_\_\_\_, 2014**

The prices at which the selling stockholder may sell shares will be determined by the prevailing market price for the shares or in negotiated transactions. We will not receive any proceeds from the sale of these shares by the selling stockholders. However, we will receive proceeds from the exercise of the warrants if they are exercised for cash by the selling stockholders.

## **ADDITIONAL INFORMATION**

You should rely only on the information contained or incorporated by reference in this prospectus and in any accompanying prospectus supplement. No one has been authorized to provide you with different information. The shares are not being offered in any jurisdiction where the offer is not permitted. You should not assume that the information in this prospectus or any prospectus supplement is accurate as of any date other than the date on the front of such documents.

## **TABLE OF CONTENTS**

	Page
	No
PROSPECTUS SUMMARY	6
WHERE YOU CAN FIND MORE INFORMATION	11
RISK FACTORS	12
MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES	28
SELECTED FINANCIAL DATA	29
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS	30
BUSINESS	37
MANAGEMENT	55
SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER	
MATTERS	64
CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE	66
SELLING STOCKHOLDERS	68
DESCRIPTION OF SECURITIES	76
PLAN OF DISTRIBUTION	80
LEGAL MATTERS	82
EXPERTS	82
INDEX TO CONSOLIDATED FINANCIAL STATEMENTS	83



## PROSPECTUS SUMMARY

*The following summary highlights information contained elsewhere in this prospectus. This summary may not contain all of the information that may be important to you. You should read this entire prospectus carefully, including the sections entitled Risk Factors and Management's Discussion and Analysis of Financial Condition and Results of Operations and our historical financial statements and related notes included elsewhere in this prospectus. In this prospectus, unless otherwise noted, the terms the Company, we, us, and our refer to Blue Earth, Inc., and its subsidiaries, Blue Earth Tech, Inc., Blue Earth Energy Management Services, Inc, Blue Earth Energy Management, Inc., Castrovilla, Inc., Xnergy, Inc., Blue Earth Finance, Inc., Blue Earth Energy Partners, LLC, Ecolegacy Gas & Power, LLC, IPS Power Engineering, Inc., Intelligent Power Inc., Millennium Power Solutions, LLC, Blue Earth Capital, Inc., as well as Genesis Fluid Solutions Holdings, Inc., our former name.*

### Overview

### The Company

Blue Earth, Inc. and subsidiaries (the Company) is a comprehensive provider of energy efficiency and alternative/renewable energy solutions for small and medium sized commercial and industrial facilities. The Company also owns, manages and operates independent power generation systems constructed in conjunction with these services. The Company built and owned a 500,000 watt solar powered facility on the Island of Oahu, Hawaii, which it has contracted to sell (see below) and has also built, operates and manages seven solar powered facilities in California and is designing and permitting numerous other projects. Our turnkey energy solutions enable our customers to reduce or stabilize their energy related expenditures and lessen the impact of their energy use on the environment. Our services offered include the development, engineering, construction, operation and maintenance and in some cases, financing of small and medium scale alternative/renewable energy power plants including solar photovoltaic (PV), combined heat and power (CHP) or on-site cogeneration and fuel cells. Although the Company has a limited operating history and limited revenues in comparison to the size of the projects it has undertaken, as a result of the Company's acquisitions, it is fully staffed with experienced personnel who have previously built many larger complex power plants. As discussed below under Corporate Strategy - CHP or Cogeneration our first CHP power plant is expected to be completed in August 2014 with power revenues commencing soon thereafter.

We will build, own, operate and/or sell the power plants or build them for the customer to own. As we continue to expand our core energy services business as an independent power producer we intend to sell the electricity, hot water, heat and cooling generated by the power plants that we own under long-term power purchase agreements to utilities, and long-term take or pay contracts to our industrial customers. The Company also finances alternative and renewable energy projects through industry relationships.

We provide our customers with a variety of measures to improve the efficiency of their facilities' energy consumption by designing, developing, engineering, installing, operating, maintaining and monitoring their major building systems, including refrigeration, lighting and heating, ventilation and air-conditioning.

We offer our utility customers, energy efficiency programs, such as our proprietary *Keep Your Cool* refrigeration program, adopted by 19 utilities, targeted to their small and medium-sized commercial customers. Our utility based, rate- payer incentive programs, are designed to help commercial businesses use less energy through the upgrade of existing equipment with new, more efficient equipment that helps reduce demand for electricity, lower energy bills and also enable utilities to satisfy state-mandated energy reduction goals. In addition to designing and administering the utility program, we perform the technical audits, sell the program to the commercial customer and in most instances, provide the installation of the equipment.

We have continued to expand our comprehensive energy solutions business through strategic acquisitions of companies that have been providing energy solutions to an established customer base or have developed a proprietary technology that can be utilized by our customers to improve equipment reliability, reduce maintenance costs and provide a better overall operating environment. The acquired companies' operational activities are being conducted through the following five business units: Blue Earth Solar; Blue Earth CHP; Blue Earth EMS; Blue Earth PPS and Blue Earth EPS. The primary strategic objective for the respective business units is to establish and build brand awareness about the comprehensive energy solutions provided by the Company to its existing and future customers.

Each of the Company's five business units is generating revenue, although Blue Earth PPS and Blue Earth CHP have limited revenues, as described below.

Proprietary technologies owned by the Company are the PeakPower® System (PPS) and the UPStealth System. The PeakPower® System is a patented demand response, cloud based technology, that allows remote, wireless monitoring of refrigeration units, lighting and heating, ventilation and air conditioning in thousands of facilities such as super markets and food processing, restaurants and C-stores, drug and discount stores. Blue Earth EPS currently has several energy management systems operational in grocery stores. Revenues are expected to ramp up in 2014, as the Company is making some system changes before a major commercial roll out in 2014. The technology enables the Company's business unit, Blue Earth PPS, to provide energy monitoring and control solutions with real-time decision support to protect our customers' assets by preventing costly equipment failures and food product losses. Our PeakPower® System also serves as a platform to enter into long-term services agreements that allow most types of refrigeration equipment failures to be predicted, thereby enabling preventive servicing based on need rather than periodic, scheduled and costly service calls. The primary purpose for the acquisition of Intelligent Power on July 24, 2013 was to acquire the patent and other intellectual property rights to the above described energy saving technology.

As a result of this acquisition, approximately 4.8% of the Company's total assets at December 31, 2013 were represented by the \$4,147,832 of intangible assets acquired in this acquisition. During the year ended December 31, 2013, the Company recognized \$-0- of revenues from the acquisition of Intelligent Power.

The patent pending UPStealth energy power solution (EPS) Management believes, based on its knowledge of the industry, is the only energy efficient, intelligent digital battery backup management system that was designed to power signalized intersections during loss of utility power. This system has been tested, approved and installed in several cities and municipalities throughout the United States. UPStealth is designed as an alternative to lead-acid battery backup systems, enabling the Company's business unit, Blue Earth EPS, to provide its customers with an environmentally friendly product that is completely recyclable with no issues of hazardous out-gassing, corrosion, flammable or explosive characteristics. The UPStealth battery backup management system can be formed in various configurations that allow the intelligent battery to bend around corners and fit into spaces that cannot be accessed by traditional battery backup systems. Compared to lead-acid battery backup systems, our innovative UPStealth energy power solution's cost of ownership is less, requires less maintenance, performs several years longer, and eliminates costly hazardous disposal issues. We also offer a finance program, which allows cities and municipalities to replace existing systems without capital expenditures. As a result of the Company's acquisition of Millennium Power Solutions on August 23, 2013, the above described system represented approximately 11.6% (\$10,039,872) of the Company's total assets at December 31, 2013. The Company recognized revenues of \$107,253, and a net loss of \$236,014 for the year ended December 31, 2013 from the operations of Millennium Power Solutions.

There are several other market verticals where we believe both our proprietary technologies can be applied, separately, or in combination, as a viable, cost effective solution. Examples include: services for data centers, oil and natural gas wells, remote cell towers, risk management services, and demand response systems to decrease energy usage during peak load pricing periods charged by utilities.

## **Corporate Strategy**

Our strategic objective is to provide our customers with turnkey energy solutions and help them identify and maintain low cost or even no cost savings opportunities to reduce or stabilize their energy related expenditures and lessen the



impact of their energy use on the environment.

Key components to our corporate strategy include the following:

Our primary focus in the near term is expected to be organic growth within our combined heat and power (CHP), solar engineering, procurement, and construction (EPC), energy efficiency (EE)/technology business units; although we continue to evaluate and consider strategic acquisition opportunities. Our organic growth focus in each of these areas is summarized as follows.

1) CHP or Cogeneration: Our business model is to construct and own, on a customer's site under a long term lease, CHP or cogeneration systems, selling the thermal power to the customer and the electricity to the customer and the utility grid under long term power purchase agreements (PPAs). We have targeted large companies within the food-processing sector. To date, the Company has signed a letter of intent with a large U.S. and international protein provider to design, build and operate seven (7) CHP plants. We have invested significant revenues into the feasibility and permitting of these projects, have designed and ordered equipment for these projects and are negotiating and finalizing the various operating contracts. We have continued to negotiate these operating contracts while all of the foregoing work has been carried out and expect to enter into the initial contracts in the near term. The PPA agreements with our customers will be on a take or pay basis at a guaranteed discount rate from what they currently pay to their local utility providers. To date, Blue Earth CHP has received limited revenue from engineering work done for a large food processor. Revenues from the sale of electricity generated, which is the foundation of this business unit, are expected to commence in the third quarter of 2014, when the first power plant is scheduled to be completed. The Company raised adequate equity to build this first power plant through its \$12 million warrant exercise in November 2013. In December 2013, the Company ordered generators,

costing approximately \$6.1 million for two power plants for which the total cost is expected to be approximately \$17 million. The Company is making the equipment installment payments and construction costs from cash on hand, while selecting among several project debt financing options. The Company will install, own and operate the systems at two food-processing facilities selling thermal and electric power to the customer and the local utility under 20 year power purchase agreements, none of which have been signed. The units are modular, so construction is primarily assembly that is expected to be completed with power revenues commencing in or about August of 2014. In March 2014, the Company ordered generators costing approximately \$17.6 million for three power plants, for which the total cost is expected to be approximately \$67 million. These facilities are expected to be operational in the fourth quarter of 2014. In the event that the Company is unable to reach a definitive agreement with the intended customer or the customer is otherwise unable to commence commercial operations, the CHP equipment purchased is generic to virtually all CHP projects; the design work is usable for other potential customers and only a small amount of expenditures is site specific and would be written off. Although these are the Company's first CHP power plants, Blue Earth team members have extensive experience building many, larger, more complex CHP power plants with prior employers. The Company also employs large engineering companies for selected engineering and procurement activities as budgeted and planned.

The purpose of the Company's acquisition of IPS Engineering Inc. (IPS) and Global Renewable Energy Group Inc. (GREG) was to acquire the plans and development of the above described CHP projects. As a result of this acquisition, the percentage of the Company's total assets represented by construction in progress assets of \$44,029,229 at December 31, 2013, was approximately 51%. The Company recognized revenues of \$11,444 and a net loss of \$319,931 for the year ended December 31, 2013 from IPS and GREG.

2) Solar EPC: Our strategy is to joint venture with under-financed solar developers in order to gain EPC gross margins that exceed the 8-12% common within the industry. The Company is currently constructing 27 solar projects in Hawaii, has recently constructed seven (7) solar projects in California, and is designing and permitting numerous other projects. Our joint venture agreement with NGP and Talesun contractually commits them to use the Company exclusively as an EPC for over 150 MW of solar project construction. Under the terms of the joint venture agreement, the Company invested \$2.0 million in cash and signed a promissory note for \$4.5 million, all of which remains outstanding and the terms of which note are being renegotiated. The 150 MW of committed projects represent approximately a \$300 million pipeline (as defined herein) of solar work as provided in the joint-venture Agreement first announced in September 2013 with a contracted 20% gross margin on a cost plus basis. It is possible that the Company may reduce the gross margin in some select cases to accelerate conversion of pipeline to backlog, as defined below. Projects that have not yet been funded are considered to be pipeline. It is only when project financing is arranged that projects are moved from pipeline to backlog. The Company has not generated any revenues, to date, from this joint venture.

Historically, the Company's pipeline for acquisition was large and generally not realized for various reasons, including site control, permitting, engineering, interconnect, and an inability to obtain project financing. Specifically, the \$585 million pipeline announced in September 2011 in connection with the Company's acquisition of Xnergy, Inc. included in excess of 60 projects, which were not converted into significant revenues for all of the different reasons as described above and no longer exists. However, the Company's new solar management team has significant experience in converting pipeline into backlog and completing projects and is focused on converting the current \$300 million pipeline originating from the joint-venture projects and other projects under development by the Company into revenues. From the September 26, 2011 acquisition of Xnergy through December 31, 2013, the Company recognized total revenues of \$12,731,559 from Xnergy.

3) EE/Technology: Our historical EE business has focused on installing lighting, refrigeration and HVAC equipment for our customers which, based on Management's knowledge of the industry, we believe can reduce our customers' costs by 25-60%. We based our projected savings on our having provided energy efficiency services to approximately 11,000 small to medium sized commercial customers. The Company has verified these savings through its monitoring of customer electricity bills and by using energy monitoring equipment that measures energy consumption between the old equipment and the new more effective energy efficient equipment. We anticipate cross-selling to our larger CHP food processor customers. Our two recent technology acquisitions provide us proprietary intelligent battery technology and low cost, cloud based energy management systems that Management expects will give us a competitive edge with our commercial customers. The technology will be added to our proprietary Keep Your Cool utility program that has been accepted by 20 West Coast utilities, which is expected to facilitate the roll out of our utility program across the United States.

*Expand Scope of Product and Service Offerings.* We plan to continue to expand our offerings by including new types of energy efficiency services, products and improvements to existing products based on technological advances in energy savings strategies, equipment and materials. Through the acquisitions of Intelligent Power Inc. and Millennium Power Solutions, LLC we significantly expanded our offerings of proprietary energy management and energy power solutions, which have enhanced our capabilities to offer our customers comprehensive energy savings solutions.

*Meet Market Demand for Cost-Effective, Environmentally-Friendly Solutions.* Through our energy efficiency measures and products, we enable customers to conserve energy and reduce emissions of carbon dioxide and other pollutants. We plan to continue to focus on providing sustainable energy solutions that will address the growing demand for products and services that create environmental benefits for customers.

*Increase Recurring Revenue.* We intend to continue to seek opportunities to increase our sources of recurring revenue as we continue to expand our core energy services business to become an independent power producer, or IPP, by selling the electricity, hot water, heat and cooling generated by on-site power plants that we build and own under long term power purchase agreements, or PPA s.

*Utility Programs.* We intend to offer utilities energy efficiency programs such as our Keep Your Cool refrigeration program and broaden our utility program offerings to their small and medium-sized commercial and industrial customers.

*Strategic Acquisitions.* We will continue to identify and acquire energy management companies and technologies that will enable us to expand our capabilities in our alternative/renewable energy and energy efficiency products and services offerings.

The Company has recognized revenues of \$10,305,736, \$8,466,965 and \$4,914,118 for years ended December 31, 2013, 2012 and 2011, respectively, with net losses of \$(25,277,153), \$(9,640,578) and \$(14,000,348), respectively. As of December 31, 2013, the Company had an accumulated deficit of \$(62,727,793).

Our executive offices are located at 2298 Horizon Ridge Parkway, Suite 205, Henderson, NV 89052. Our telephone number is (702) 263-1808.

## **Recent Developments**

For the three months ended March 31, 2014, the Company expects to report unaudited revenues of \$3,234,217, as compared to \$2,163,330 in revenues for the three months ended March 31, 2013, with a net loss of \$5,686,460 for the three months ended March 31, 2014, as compared with a net loss of \$1,877,417 for the three months ended March 31, 2013. Excluding the non-cash expenses of common stock for services, amortization of intangible assets acquired for stock and stock options/warrants issued for services which total \$2,904,380 and \$630,192 for the 2014 and 2013 periods, respectively, the loss would have been \$2,782,080 and \$1,247,217, respectively.



## The Offering

### Securities Offered Hereby

This prospectus relates to the sale by certain selling stockholders of up to 4,517,500 warrants and 33,311,015 shares of our common stock, as described on the cover page of this Prospectus.

Offering price	Market price or privately negotiated prices.
Common stock Outstanding	63,951,292 shares, \$.001 par value(1)
Warrants Outstanding	26,289,418 (2)
Options Outstanding	2,486,239
Common Stock Fully Diluted	97,889,029 shares after: the exercise of all outstanding Warrants (26,289,418 shares), Options (2,486,239 shares) and conversion of 460,900 shares of Preferred Stock plus accrued dividends (5,162,080 shares).
Use of proceeds	We will not receive any proceeds from the sale of the common stock by the selling stockholders. However, we will receive the exercise price, upon exercise of all Warrants offered. We expect to use the proceeds received from the exercise of the warrants, if any, for general working capital purposes.
OTC QB Symbol	BBLU
Risk Factors	You should carefully consider the information set forth in this prospectus and, in particular, the specific factors set forth in the Risk Factors section beginning on page 12 of this prospectus before deciding whether or not to invest in our common stock.

---

(1) Represents the number of shares of our common stock outstanding as of May 7, 2014.

(2) As of May 7, 2014, includes: (i) 4,517,500 Class A Warrants and 4,029,154 Class B Warrants outstanding; (ii) 151,931 placement agent warrants outstanding for all prior offerings and (iii) 17,533,333 Warrants issued to

Management, Directors and Consultants.

**Summary Financial Information**

The summary financial information set forth below is derived from the more detailed audited and unaudited financial statements of the Company appearing elsewhere in this prospectus. This information should be read in conjunction with such financial statements, including the notes to such financial statements.

**Statement of Operations Data:**

	<b>Years Ended December 31,</b>				
	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Revenue	\$10,305,736	\$8,466,965	\$4,914,118	\$ -	\$ -
Cost of Sales	7,166,464	5,609,836	2,559,545	-	-
Gross profit	3,139,272	2,857,129	2,354,573	-	-
Total Operating Expenses	28,497,962	14,167,889	15,504,604	2,202,320	245,342
Gain (Loss) on Derivative Valuation	-	2,037,325	(749,166)	483,441	21,960
Total Other Income (expense)	81,537	1,670,182	(850,317)	(468,130)	22,158
Gain (Loss) from Continuing Operations	(25,277,153)	(9,640,578)	(14,000,348)	(2,670,450)	(223,184)
Gain (Loss) from Discontinued Operations	(196,241)	33,444	(18,638)	(904,322)	(2,024,583)
Net Loss	(25,473,394)	(9,607,134)	(14,018,986)	(3,587,553)	(2,247,767)
Preferred Dividends	(3,188,450)	(545,020)	(89,357)	-	-
Basic and Diluted					
Net (Loss) Per Share	\$(0.70)	\$(0.51)	\$(0.93)	\$(0.24)	\$(0.19)
Weighted Average Number of shares outstanding	36,463,197	18,961,099	15,109,401	15,201,303	12,050,759

**Balance Sheet Data:**

	<b>Years Ended December 31,</b>				
	<b>2013</b>	<b>2012</b>	<b>2011</b>	<b>2010</b>	<b>2009</b>
Cash and Cash Equivalents	\$8,403,731	\$485,366	\$505,370	\$3,900,096	\$4,758,852
Current Assets	21,414,290	5,707,864	2,486,625	3,938,135	4,758,852
Net Assets of Discontinued Operations					