

Blue Earth, Inc.
Form 8-K
August 26, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 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) August 25, 2014

BLUE EARTH, INC.

(Exact Name of Registrant as Specified in Its Charter)

NEVADA

(State or Other Jurisdiction of Incorporation)

333-148346
(Commission File Number)

98-0531496
(IRS Employer Identification No.)

2298 Horizon Ridge Parkway, Suite 205

Henderson, NV 89052

(Address of Principal Executive Offices) (Zip Code)

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(702) 263-1808

(Registrant's Telephone Number, Including Area Code)

N/A

(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 (see General Instruction A.2. below):

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))

ITEM 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On August 25, 2014, Blue Earth, Inc. (the Company) appointed Alan P. Krusi to the Company s Board of Directors and as a member of the Audit Committee. Simultaneously therewith, Laird Cagan voluntarily resigned from his position as a member of the Audit Committee.

Mr. Krusi entered into a Board of Directors Agreement (the BOD Agreement) that provides the following terms:

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Mr. Krusi s appointment to the Board of Directors and Audit Committee will be effective as of August 26, 2014. Mr. Krusi may join other committees of the Company.

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Mr. Krusi shall be compensated 100,000 of restricted common stock of the Company subject to the vesting requirements of the BOD Agreement.

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The Company shall reimburse Mr. Krusi for travel and other expenses incurred while serving in his capacity as a director of the Company.

A copy of the related press release is attached as Exhibits 99.1 (the Press Release). The information contained in the Press Releases shall not be deemed filed for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the Exchange Act), or incorporated by reference in any filing under the Securities Act of 1933, as amended, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(d) Exhibits.

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| <u>Exhibit Number</u> | <u>Description</u> |
|-----------------------|---|
| 10.01 99.1 | The Board of Directors Agreement by and between the Company and Alan P. Krusi. Press Release issued on August 26, 2014 |

SIGNATURES

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.

Date: August 26, 2014

BLUE EARTH, INC.

By: /s/ Johnny R. Thomas

Name: Dr. Johnny R. Thomas

Title: Chief Executive Officer

