

Blue Earth, Inc.  
Form 4  
August 03, 2016

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**POWELL G ROBERT**

(Last) (First) (Middle)  
235 PINE STREET, SUITE 1100  
(Street)

SAN FRANCISCO, CA 94104

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
Blue Earth, Inc. [BBLU]

3. Date of Earliest Transaction (Month/Day/Year)  
08/01/2016

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D) Price  |   |  |                                   |
| Common Stock                    | 08/01/2016                           |  | J <sup>(1)</sup>               | 600,000 D \$ 0 0  |   | D  |                                   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

## Edgar Filing: Blue Earth, Inc. - Form 4

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable   | Expiration Date   | Title        |
| Incentive Stock Options                    | \$ 1   | 08/01/2016                           |  | J <sup>(1)</sup>               | 400,000   | <sup>(2)</sup>   | 08/31/2025  | Common Stock |
| Non-Qualified Stock Options                | \$ 1   | 08/01/2016                           |  | J <sup>(1)</sup>               | 100,000   | <sup>(2)</sup>   | 08/31/2025  | Common Stock |
| Non-Qualified Stock Options                | \$ 2   | 08/01/2016                           |  | J                              | 1,000,000   | <sup>(2)</sup>   | 08/31/2025  | Common Stock |
| Non-Qualified Stock Options                | \$ 3   | 08/01/2016                           |  | J <sup>(1)</sup>               | 1,000,000   | <sup>(2)</sup>   | 08/31/2025  | Common Stock |
| Non-Qualified Stock Options                | \$ 4   | 08/01/2016                           |  | J <sup>(1)</sup>               | 1,000,000   | <sup>(2)</sup>   | 08/31/2025  | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                         |       |
|---|---------------|-----------|-------------------------|-------|
|   | Director      | 10% Owner | Officer                 | Other |
| POWELL G ROBERT<br>235 PINE STREET<br>SUITE 1100<br>SAN FRANCISCO, CA 94104 | X             |           | Chief Executive Officer |       |

## Signatures

G. Robert  
Powell

08/03/2016

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Pursuant to the Joint Plan of Reorganization of Blue Earth, Inc. and Jackson Investment Group LLC dated July 20, 2016, these securities were cancelled.

(2) These options were to vest over a four-year period in arrears from September 1, 2015 in equal quarterly installments.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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