

Blue Earth, Inc.  
Form 8-K  
January 06, 2015

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) December 30, 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 240.13e4(c))

**ITEM 2.01 COMPLETION OF ACQUISITION OR DISPOSITION OF ASSETS**

On December 30, 2014, Blue Earth, Inc. (the Company ) through its subsidiary Blue Earth Solar, Inc. ( BE Solar ), completed the sale of all of the membership interests in Lenape II Solar LLC, a Nevada limited liability company ( Lenape ) to NRG Solar DG LLC ( NRG ) pursuant to the terms of a Membership Interest Purchase Agreement, dated as of November 4, 2014 (the MIPA ). Lenape held certain project rights with respect to the development of a photovoltaic generating facility located in Indianapolis, Indiana. As a condition to the closing of MIPA, BE Solar entered into an Engineering, Procurement and Construction Agreement with Lenape (the EPC Agreement ). The MIPA and EPC Agreements were entered into in the ordinary course of business by Blue Earth Solar. The Company has valued the combined return under the MIPA and EPC to be approximately \$12.3 million. There was no material relationship, other than in respect of the transaction, between the parties prior to the transaction.

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(d) Exhibits

<b><u>Exhibit No.</u></b>	<b><u>Description</u></b>
99.1	Press Release to be filed by amendment.



**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: January 6, 2015

BLUE EARTH, INC.

By: /s/ Johnny R. Thomas  
Name: Dr. Johnny R. Thomas  
Title: Chief Executive Officer

