

Blue Earth, Inc.  
 Form 3/A  
 September 08, 2015

**FORM 3** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 * |                        | 2. Date of Event Requiring Statement  | 3. Issuer Name and Ticker or Trading Symbol              |   |
| Â POWELL G ROBERT                         |                        | (Month/Day/Year)  | Blue Earth, Inc. [BBLU]                                  |   |
| (Last)                                    | (First)                | (Middle)  | 09/01/2015   |   |
| P.O. BOX 1204                             |                        | 4. Relationship of Reporting Person(s) to Issuer  |  |   |
| (Street)                                  |                        | (Check all applicable)  |  |   |
| LAFAYETTE, Â CA Â 94549                   |                        | <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner<br><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other<br>(give title below)    (specify below)<br>CEO of Blue Earth, Inc. |  |   |
| (City)                                    | (State)                | (Zip)   | 5. If Amendment, Date Original Filed(Month/Day/Year)     |   |
|   |                        |   | 09/01/2015   |   |
| 1. Title of Security (Instr. 4)           |                        | 2. Amount of Securities Beneficially Owned (Instr. 4)   | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
| Common Stock                              | 500,000 <sup>(1)</sup> | D   | Â  |   |
| Common Stock                              | 50,000 <sup>(2)</sup>  | D   | Â  |   |

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 Beneficially Owned**

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

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

|  |  |   |   |   |   |
|--|--|---|---|---|---|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|

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|                             | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|-----------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Incentive Stock Options     | Â (3)            | 08/31/2025      | Common Stock | 400,000                    | \$ 1     | D                                     | Â |
| Non-Qualified Stock Options | Â (3)            | 08/31/2025      | Common Stock | 3,100,000                  | \$ (4)   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                          | Relationships |           |                           |       |
|---|---------------|-----------|---------------------------|-------|
|   | Director      | 10% Owner | Officer                   | Other |
| POWELL G ROBERT<br>P.O. BOX 1204<br>LAFAYETTE, CA 94549 | Â X           | Â         | Â CEO of Blue Earth, Inc. | Â     |

## Signatures

G. Robert  
Powell

09/08/2015

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Mr. Powell was granted 500,000 restricted stock units consisting of 500,000 shares of Common Stock which will vest over a four-year period in arrears from September 1, 2015 in equal quarterly installments.
  - (2) Mr. Powell purchased 50,000 shares of Common Stock from the Company in a private placement dated as of August 31, 2015 at \$0.7567 per share, the fair market value on that date.
  - (3) These options will vest over a four-year period in arrears from September 1, 2015 in equal quarterly installments.
  - (4) These options are exercisable at the following prices: 100,000 shares at \$1.00 per share; 1,000,000 shares at \$2.00 per share; 1,000,000 shares at \$3.00 per share and 1,000,000 shares at \$4.00 per share.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.