

Blue Earth, Inc.
Form 4
August 03, 2016

FORM 4

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

OMB APPROVAL

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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 *
Jackson Investment Group, LLC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
2655 NORTHWINDS PARKWAY
(Street)

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

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

ALPHARETTA,, GA 30009

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

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

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock <u>(1)</u> | 08/01/2016 | | J | V | 13,995,618 | D | \$ 0 <u>(1)</u> |
| Common Stock <u>(2)</u> | 08/01/2016 | | J | A | 1,000,000 | D | <u>(2)</u> 1,000,000 |

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

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SEC 1474 (9-02)

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

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| 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 Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|-------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount Number of Shares |
| Class B Warrant (right to buy) | \$ 6 | 08/01/2016 | | J ⁽¹⁾ | 1,000,000 (1) | 06/20/2014 | 06/19/2017 | Common Stock | 1,000,000 |
| Class B Warrant (right to buy) | \$ 6 | 08/01/2016 | | J ⁽¹⁾ | 677,500 (1) | 08/29/2014 | 08/28/2017 | Common Stock | 677,500 |
| Purchase Right | \$ 12 | 08/01/2016 | | J ⁽¹⁾ | 1,000,000 (1) | 06/20/2014 | 08/01/2016 | Common Stock | 1,000,000 |
| Purchase Right | \$ 12 | 08/01/2016 | | J ⁽¹⁾ | 677,500 (1) | 08/29/2014 | 08/01/2016 | Common Stock | 677,500 |
| 5-Year Warrant (right to buy) | \$ 1.02 | 08/01/2016 | | J ⁽¹⁾ | 2,000,000 (1) | 03/10/2015 | 03/10/2020 | Common Stock | 2,000,000 |
| 3-Year Warrant (right to buy) | \$ 1.08 | 08/01/2016 | | J ⁽¹⁾ | 300,000 (1) | 06/23/2015 | 06/23/2018 | Common Stock | 300,000 |
| 5-Year Warrant (right to buy) | \$ 0.5 | 08/01/2016 | | J ⁽¹⁾ | 2,861,856 (1) | 12/11/2015 | 12/11/2020 | Common Stock | 2,861,856 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Jackson Investment Group, LLC 2655 NORTHWINDS PARKWAY ALPHARETTA,, GA 30009 | | X | | |
| Jackson Richard Lee 2655 NORTHWINDS PARKWAY ALPHARETTA,, GA 30009 | | X | | |

Signatures

/s/ Jackson Investment Group, LLC By: Richard L. Jackson, Manager and
CEO

08/03/2016

__Signature of Reporting Person

Date

/s/ Richard L. Jackson

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).

On March 21, 2016, Blue Earth, Inc. ("Blue Earth") and one of its subsidiaries (together, the "Debtors") filed voluntary petitions for reorganization under Chapter 11 of the U.S. Bankruptcy Code in the U.S. Bankruptcy Court for the Northern District of California (the "Bankruptcy Court"). On July 21, 2016, the Bankruptcy Court approved the Debtors' joint Chapter 11 plan of reorganization (the "Plan") and on August 1, 2016 (the "Effective Date"), the Plan became effective. Upon the effectiveness of the Plan, all of the equity securities of Blue Earth outstanding immediately prior to the Effective Date were cancelled.

- (1) On the Effective Date, in accordance with the Plan, Blue Earth issued Jackson Investment Group, LLC, a secured creditor of Blue Earth, new shares of common stock of reorganized Blue Earth, resulting in Jackson Investment Group, LLC, becoming the sole shareholder of reorganized Blue Earth.
- (2) Richard L. Jackson, the sole manager and controlling owner of Jackson Investment Group, LLC, may be deemed the indirect beneficial owner, but he disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

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.