

Blue Earth, Inc.  
Form 4  
August 03, 2016

**FORM 4**

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

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Jackson Investment Group, LLC

(Last) (First) (Middle)

2655 NORTHWINDS PARKWAY

(Street)

ALPHARETTA,, GA 30009

(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 \_\_\_\_X\_\_\_\_ 10% Owner  
\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

6. Individual or Joint/Group Filing(Check  
Applicable Line)

\_\_\_\_ Form filed by One Reporting Person  
\_\_\_\_X\_\_\_\_ Form filed by More than One Reporting  
Person

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

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|-------------------------------------------------------------------------|-------------------------------------------------------------------|
| Common<br>Stock <u>(1)</u>            | 08/01/2016                              |                                                             | J                                    | 13,995,618                                                              | D <u>(1)</u>                                                                                                       | 0                                                                       | D <u>(3)</u>                                                      |
| Common<br>Stock <u>(2)</u>            | 08/01/2016                              |                                                             | J                                    | 1,000,000                                                               | A <u>(2)</u>                                                                                                       | 1,000,000                                                               | D <u>(3)</u>                                                      |

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<br>Derivative<br>Security<br>(Instr. 3) | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4.<br>Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                    | 7. Title and Amount<br>Underlying Securities<br>(Instr. 3 and 4) |                            |
|-----------------------------------------------------|-----------------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|--------------------------------------------------------------------------------------------------------|----------------------------------------------------------------|--------------------|------------------------------------------------------------------|----------------------------|
|                                                     |                                                                       |                                         |                                                             | Code                                    | V (A) (D)                                                                                              | Date<br>Exercisable                                            | Expiration<br>Date | Title                                                            | Amount<br>Number<br>Shares |
| Class B<br>Warrant<br>(right to<br>buy)             | \$ 6                                                                  | 08/01/2016                              |                                                             | J <sup>(1)</sup>                        | 1,000,000<br>(1)                                                                                       | 06/20/2014                                                     | 06/19/2017         | Common<br>Stock                                                  | 1,000,000                  |
| Class B<br>Warrant<br>(right to<br>buy)             | \$ 6                                                                  | 08/01/2016                              |                                                             | J <sup>(1)</sup>                        | 677,500<br>(1)                                                                                         | 08/29/2014                                                     | 08/28/2017         | Common<br>Stock                                                  | 677,500                    |
| Purchase<br>Right                                   | \$ 12                                                                 | 08/01/2016                              |                                                             | J <sup>(1)</sup>                        | 1,000,000<br>(1)                                                                                       | 06/20/2014                                                     | 08/01/2016         | Common<br>Stock                                                  | 1,000,000                  |
| Purchase<br>Right                                   | \$ 12                                                                 | 08/01/2016                              |                                                             | J <sup>(1)</sup>                        | 677,500<br>(1)                                                                                         | 08/29/2014                                                     | 08/01/2016         | Common<br>Stock                                                  | 677,500                    |
| 5-Year<br>Warrant<br>(right to<br>buy)              | \$ 1.02                                                               | 08/01/2016                              |                                                             | J <sup>(1)</sup>                        | 2,000,000<br>(1)                                                                                       | 03/10/2015                                                     | 03/10/2020         | Common<br>Stock                                                  | 2,000,000                  |
| 3-Year<br>Warrant<br>(right to<br>buy)              | \$ 1.08                                                               | 08/01/2016                              |                                                             | J <sup>(1)</sup>                        | 300,000<br>(1)                                                                                         | 06/23/2015                                                     | 06/23/2018         | Common<br>Stock                                                  | 300,000                    |
| 5-Year<br>Warrant<br>(right to<br>buy)              | \$ 0.5                                                                | 08/01/2016                              |                                                             | J <sup>(1)</sup>                        | 2,861,856<br>(1)                                                                                       | 12/11/2015                                                     | 12/11/2020         | Common<br>Stock                                                  | 2,861,856                  |

## Reporting Owners

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

- (1) "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.

- On the Effective Date, in accordance with the Plan, Blue Earth issued Jackson Investment Group, LLC, a secured creditor of Blue Earth,
- (2) new shares of common stock of reorganized Blue Earth, resulting in Jackson Investment Group, LLC, becoming the sole shareholder of reorganized Blue Earth.

- (3) 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.