

Blue Earth, Inc.
Form 4
March 11, 2015

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

(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)
03/10/2015

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 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)
				Code V	Amount	(A) or (D)	Price
Common Stock	03/10/2015		J		200,000	A	\$ 0 (1)
					13,290,776	D (2)	

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

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(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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Convertible Note (right to buy)	\$ 1 ⁽³⁾	03/10/2015		J		0 ⁽⁴⁾		03/10/2015	⁽⁴⁾	Common Stock
6-Month Option (right to buy)	\$ 1 ⁽³⁾	03/10/2015		J		0 ⁽⁵⁾		⁽⁵⁾	⁽⁵⁾	Common Stock
5-Year Warrant (right to buy)	\$ 1 ⁽³⁾	03/10/2015		J		2,000,000		03/10/2015	03/10/2020 ⁽⁶⁾	Common Stock

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: Douglas B. Kline, CFO	03/10/2015
**Signature of Reporting Person	Date
/s/ Jackson Investment Group, LLC, for Richard L. Jackson under a power of attorney By: Douglas B. Kline, CFO	03/10/2015
**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) Blue Earth, Inc. ("Blue Earth") issued 200,000 shares of its common stock to Jackson Investment Group, LLC as a closing commitment fee for purchasing the Convertible Note described in footnote (4) below.
- (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.

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- (3) Subject to adjustment for anti-dilution and stock splits, dividends and combinations.

Convertible Note issued on March 10, 2015 for \$10,000,000 at 12% annual interest rate, payable at maturity. Convertible Note matures in six months and may be prepaid. Principal and interest may be converted in whole or in part at any time into common stock of Blue Earth at a conversion price of \$1.00 per share. See footnote 3.

- (5) Option to Purchase is exercisable for up to 10,000,000 shares of common stock of Blue Earth at \$1.00 per share. See footnote 3. The number of shares for which the Option is exercisable is determined by dividing the amount of the principal of the Convertible Note (described in footnote (4)) paid off (i.e., not converted) by one dollar. The Option shall be exercisable for a term of six months, which term begins after the full repayment of the Convertible Note.

Warrant is exercisable for 2,000,000 shares of common stock of Blue Earth at an exercise price of \$1.00 per share. See footnote 3.

- (6) Warrant is exercisable for a term of five years beginning on March 10, 2015, provided that the right to exercise Warrant shall terminate upon (i) a sale of all or substantially of the assets of Blue Earth, (ii) certain changes of control of Blue Earth or (iii) immediately prior to a qualifying Blue Earth initial public offering.

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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