

Blue Earth, Inc.
Form 4
June 25, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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)
06/23/2015

____ Director
____ Officer (give title below)
__X__ 10% Owner
____ 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 Ownership (Instr. 4)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price

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)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
--	------------------------------------	--------------------------------------	--	--------------------------------	--	--	---

Edgar Filing: Blue Earth, Inc. - Form 4

Derivative Security		Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
3-Year Warrant (right to buy)	\$ 1.08 ⁽¹⁾		J		300,000 ⁽¹⁾		⁽²⁾	06/23/2018	Common Stock	300,000

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 06/24/2015

__Signature of Reporting Person Date

/s/ Richard L. Jackson 06/24/2015

__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) Exercise price and the number of shares underlying the warrant are subject to adjustment for structural anti-dilution, such as for stock splits, dividends and combinations.
The warrant is immediately exercisable for 150,000 shares of common stock of Blue Earth. The warrant becomes exercisable for all shares of common stock subject to the warrant on June 23, 2016 provided that the right to exercise the warrant shall accelerate upon certain changes of control of Blue Earth or immediately prior to a qualifying Blue Earth underwritten public offering and shall terminate after thirty (30) days thereafter.
- (2) The warrant is immediately exercisable for 150,000 shares of common stock of Blue Earth. The warrant becomes exercisable for all shares of common stock subject to the warrant on June 23, 2016 provided that the right to exercise the warrant shall accelerate upon certain changes of control of Blue Earth or immediately prior to a qualifying Blue Earth underwritten public offering and shall terminate after thirty (30) days thereafter.
- (3) The warrant was issued in consideration of Jackson Investment Group, LLC's two-year agreement to provide consulting services to Blue Earth.
- (4) 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.