

Blue Earth, Inc.  
Form POS AM  
April 14, 2016

Registration No. 333-191724

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

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**Post-Effective Amendment No. 1**

**to**

**FORM S-8**

**REGISTRATION STATEMENT**  
**UNDER THE SECURITIES ACT OF 1933**

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**BLUE EARTH, INC.**

(Exact name of registrant as specified in its charter)

**Nevada**

(State or other jurisdiction of  
incorporation or organization)

**98-0531496**

(I.R.S. Employer Identification No.)

**235 Pine Street, Suite 1100**

**San Francisco, CA**  
(Address of Principal Executive Offices)

**94104**  
(Zip Code)

**Employment & Consulting Warrants**

**and Consultant Shares**

(Full title of the plan)

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**G. Robert Powell, CEO**

**Blue Earth, Inc.**

**235 Pine Street, Suite 1100**

**San Francisco, CA 94104**

(Name and address of agent for service)

**(415) 964-4411**

(Telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer [ ]

Accelerated filer [ **X** ]

Non-accelerated filer [ ]

Smaller reporting company [ ]

(Do not check if a smaller reporting company)

A copy of all communications, including communications sent to the agent for service should be sent to:

**Elliot H. Lutzker, Esq.**

**Davidoff Hutcher & Citron LLP**

**605 Third Avenue**

**New York, New York 10158**



**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-8 No. 333-191724 (the Registration Statement ) of Blue Earth, Inc. (the Issuer ) is being filed to terminate the effectiveness of the Registration Statement and to deregister all unsold shares of common stock issued pursuant to Consulting Agreements and in connection with certain Warrants issued to employees of the Company in consideration of services rendered pursuant to Board of Directors resolutions. The Issuer is terminating the effectiveness of this Registration Statement in connection with its bankruptcy filing and plans to file all necessary documentation to terminate its reporting requirements under the Securities Exchange Act of 1934.





**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Amendment to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of San Francisco, State of California on the 14th day of April, 2016.

**BLUE EARTH, INC.**

By: /s/ G. Robert Powell

Name: G. Robert Powell

Title: Chief Executive Officer

(Principal Executive Officer)

| <b>Signature</b>                                   | <b>Title</b>  | <b>Date</b>    |
|--|---|----------------|
| <u>/s/ Laird Q. Cagan*</u><br>Laird Q. Cagan       | Chairman of the Board and a Director  | April 14, 2016 |
| <u>/s/ G. Robert Powell</u><br>G. Robert Powell    | Chief Executive Officer and a Director<br>(Principal Executive Officer and<br>Interim Principal Accounting Officer) | April 14, 2016 |
| <u>/s/ Robert Potts*</u><br>Robert Potts           | Director  | April 14, 2016 |
| <u>/s/ Michael W. Allman*</u><br>Michael W. Allman | Director  | April 14, 2016 |
| <u>/s/ James A. Kelly*</u><br>James A. Kelly       | Director  | April 14, 2016 |

/s/ Alan Krusi\*

Director

April 14, 2016

Alan Krusi

\*/s/ Robert Powell

Robert Powell

Attorney-In-Fact