

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

Registration No. 333-189937

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

**POST-EFFECTIVE AMENDMENT NO. 1**

**FORM S-1**

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

**BLUE EARTH INC.**

*(Exact Name of Registrant as specified in its charter)*

Nevada  
(State or other jurisdiction  
of incorporation or organization)

8700  
(Primary Standard Industrial  
Classification Code Number)

98-0531496  
(I.R.S. Employer  
Identification No.)

235 Pine Street, Suite 1100

San Francisco, CA 94104

Telephone: 415-964-4411

*(Address and telephone number of principal executive offices)*

G. Robert Powell  
Chief Executive Officer

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Blue Earth, Inc.

235 Pine Street, Suite 1100

San Francisco, CA 94104

(415) 964-4411

*(Name, address and telephone number of agent for service)*

***Copy to:***

Elliot H. Lutzker, Esq. Davidoff Hutcher & Citron, LLP

605 Third Avenue

New York, New York 10158

Telephone: (212) 557-7200

Telecopier: (212) 286-1884

**Approximate Date of Proposed Sale to the Public:** As soon as practicable after the effective date of this registration statement.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, check the following box. []

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering. [ ]

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 | <input type="checkbox"/> | Accelerated filer         | <input checked="" type="checkbox"/> |
| Non-accelerated filer   | <input type="checkbox"/> | Smaller reporting company | <input type="checkbox"/>            |

(Do not check if a smaller reporting company)

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 to the Registration Statement on Form S-1 No. 333-189937 (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 securities reserved for issuance and registered for sale by the selling stockholders named in the Registration Statement. 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-1 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 |

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/s/ James A. Kelly\*

Director

April 14, 2016

James A. Kelly

/s/ Alan Krusi\*

Director

April 14, 2016

Alan Krusi

\*/s/ Robert Powell

Robert Powell

Attorney-In-Fact