

Blue Earth, Inc.  
Form 424B3  
September 11, 2014

**PROSPECTUS SUPPLEMENT NO. 4**  
**(To Prospectus Dated May 14, 2014)**

**Filed Pursuant to Rule 424(b)(3)**  
**Registration Statement No. 333-189937**

**32,311,015 Shares of Common Stock**

**BLUE EARTH, INC.**

This Prospectus Supplement updates the Prospectus dated May 14, 2014 of Blue Earth, Inc. (the Company ).

This supplement to the Resale Prospectus dated May 14, 2014 provides information with respect to eight (8) different selling stockholders which, as Standby Purchasers, received an aggregate of 1,047,634 shares of common stock pursuant to transfer and exercise of warrants from various selling stockholders included in the Resale Prospectus. When combined with the exercise of an additional 989,366 warrants by existing warrant holders, an aggregate of 2,037,000 warrants were exercised at \$3.00 per share for gross proceeds of \$6,111,000. The Standby Purchasers and the number of shares acquired by them, are as follows: Jackson Investment Group (677,500 shares); RBB Capital LLC Markets (37,500 shares); John Young IRA (5,000 shares); Gregory F. Holcombe (50,000 shares); Mazah Congregation (20,000 shares); Helen Thomas (32,500 shares); WHC Capital LLC (200,134 shares); and Joe Reda (25,000 shares). Accordingly, the number of shares held by those selling stockholders disclosed in the Resale Prospectus has been reduced by their respective share of the 1,047,634 shares issued under the warrants. All other information in the Resale Prospectus, as previously amended, shall remain unchanged. This supplement does not reflect sales of shares by any selling stockholder pursuant to the Resale Prospectus that may have occurred prior to date of this Prospectus Supplement No. 4, nor does it include the exercise of any warrants by any existing warrant holders, as noted above. Percentage of beneficial ownership was calculated based on 73,559,945 shares of Blue Earth common stock outstanding as of August 13, 2014.

Under the caption Selling Stockholders Standby Purchasers and the Selling Stockholders shares as set forth in the table should be revised as follows:

Selling Stockholder	Ownership	Common	Common Stock	Other	After Offering (1)	
					Number of	Percentage

Edgar Filing: Blue Earth, Inc. - Form 424B3

	<b>Before Offering</b>	<b>Stock Issued and/or</b>	<b>Issued and/or Issuable</b>	<b>Securities Offered</b>	<b>Shares of Common Stock Beneficially Owned</b>	<b>of Common Stock Beneficially Owned</b>
	<b>Number of Shares of Common Stock Beneficially Owned</b>	<b>and/or Issuable Upon Conversion of Series C Preferred Stock (2)</b>	<b>Upon Exercise of Class A Warrants</b>			
Jackson Investment Group, LLC	1,677,500 (43)	-0-	1,677,500 (44)	-0-	-0-	0%
RBB Capital Markets LLC	37,500	-0-	37,500	-0-	-0-	0%
John Young IRA	5,000	-0-	5,000	-0-	-0-	0%
Gregory F. Holcombe`	50,000	-0-	50,000	-0-	-0-	0%
Mazah Congregation	20,000	-0-	20,000	-0-	-0-	0%
WHC Capital LLC	700,134	-0-	700,134	-0-	-0-	0%
Helen Thomas	411,580	266,080	149,500	-0-	-0-	0%
Joe Reda	25,000	-0-	25,000	-0-	-0-	0%
Woodcock Capital Partners	28,000	28,000 (42)	-0-	-0-	-0-	0%
Daughtry William S.	33,600	33,600 (42)	-0-	-0-	-0-	0%
Murray Ross	11,200	11,200	-0-	-0-	-0-	0%
Johnson, Timothy B.	112,000	112,000	-0-	-0-	-0-	0%
Banister, Fiona J.	22,400	22,400(42)	-0-	-0-	-0-	0%

Selling Stockholder	Common		Common	Other	Number of	Percentage
	Ownership	Stock				
	Before	and/or	Issued		of	of Common
	Offering	Issuable	and/or		Common	Stock
	Number of	Upon	Issuable		Shares of	Stock
	Shares of	Conversion	Upon		Common	Stock
	Common	of Series C	Exercise of	Securities	Beneficially	Beneficially
	Stock	Preferred	Class A	Offered	Owned	Owned
	Beneficially	Stock (2)	Warrants			
	Owned					
Osearo, Charles T.	22,400	22,400(42)	-0-	-0-	-0-	0%
Woodrow, Hedy	72,800	72,800 (42)	-0-	-0-	-0-	0%
Lavitt Wendy	56,000	56,000(42)	-0-	-0-	-0-	0%
Bard Micro-CapValue Fund, L.P.	112,000	112,000	-0-	-0-	-0-	0%
Hom, Beatrice	112,000	112,000(42)	-0-	-0-	-0-	0%
Roller, Bradford	112,000	112,000(42)	-0-	-0-	-0-	0%
Rotter, Bradley	168,000	168,000(42)	-0-	-0-	-0-	0%
Caesar Capital Group, LLC	-0-	-0-	-0-	-0-	-0-	0%
Gross, David G.	56,000	56,000(42)	-0-	-0-	-0-	0%
Vogel, Frederick W.	336,000	336,000	-0-	-0-	-0-	0%
Clements, Gordon	112,000	112,000	-0-	-0-	-0-	0%
Group 10 Holdings, LLC	-0-	-0-	-0-	-0-	-0-	0%
Janotta Jon J.	56,000	56,000(42)	-0-	-0-	-0-	0%
The Michael C. Brown Trust dated 6/30/2000(6)	336,000	336,000(42)	-0-	-0-	-0-	0%
Kentor Trust U/A DTD 9/18/2002	28,000	28,000	-0-	-0-	-0-	0%
The AWT Family Limited Partnership(5)	56,000	56,000	-0-	-0-	-0-	0%

(5)

Anthony W. Thompson has voting and dispositive power over these securities as General Partner.

(6)

Michael C. Brown, as Trustee, has voting and dispositive power over these securities.

(42)

Reflects shares previously issued upon conversion of Series C Preferred Stock and offered hereby for resale.

(43)

Richard L. Jackson

, majority owner and sole manager of Jackson Investment Group, LLC, has voting and dispositive power over these securities.

(44)

An aggregate of 1,000,000 shares of common stock issued upon exercise of Class A Warrants acquired in a private placement pursuant to subscription agreements dated June 20, 2014 and 677,500 shares of common stock issued upon exercise of Class A Warrants acquired in a private placement as a standby purchaser pursuant to a warrant exercise on August 28, 2014.

**The date of this Supplement is September 8, 2014**

**This supplement is part of the Resale Prospectus**

**and must accompany the Resale Prospectus.**

---

