

Blue Earth, Inc.  
Form 8-K/A  
May 23, 2011

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

AMENDMENT NO. 2  
TO  
FORM 8-K/A

CURRENT REPORT PURSUANT TO SECTION 13 OR 15(D) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of report (Date of earliest event reported) December 30, 2010

BLUE EARTH, INC.  
(Exact Name of Registrant as Specified in Its Charter)

NEVADA  
(State or Other Jurisdiction of Incorporation)

333-148346                      98-0531496  
(Commission File Number)      (IRS Employer  
Identification No.)

2298 Horizon Ridge Parkway, Suite 205  
Henderson, NV 89052  
(Address of Principal Executive Offices) (Zip Code)

(702) 608-5476  
(Registrant's Telephone Number, Including Area Code)

2756 N. Green Valley Parkway, Suite 225  
Henderson, NV 89014  
(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS

(a) Financial Statements of Business Acquired.

The financial statements of Castrovilla, Inc., the business acquired, as required by April 6, 2011, the 71st day from the due date of January 25, 2011.

(b) Pro Forma Financial Information.

The pro forma financial information as required by April 6, 2011, the 71st day from the due date of January 25, 2011.

(d) Exhibits.

| Exhibit Number | Description  |
|----------------|--|
| 2.1            | Asset Purchase Agreement effective January 1, 2011, by and among Castrovilla Energy Inc., Blue Earth Inc. and Humitech of Northern California, LLC. (1)                      |
| 2.2            | Agreement and Plan of Merger by and among Castrovilla Energy, Inc., Blue Earth, Inc. and the Stockholders of Castrovilla, Inc. (1)   |
| 10.01          | Employment Agreement Dated as of January 1, 2011 by and between Castrovilla Inc. and John Pink. (1)  |
| 10.02          | Lock-Up Agreement dated as of December 31, 2010 by and among John Pink, Adam Sweeney and Humitech of Northern California, LLC, and Castrovilla Inc. and Blue Earth, Inc. (1) |
| 10.03          | Guaranty Agreement dated as of December 29, 2010 by and among John Pink, Adam Sweeney, Castrovilla Energy Inc. and Blue Earth, Inc. (1)                                      |
| *10.04         | Amendment to Guaranty Agreement.   |
| 99.1           | Financial Statements of Castrovilla, Inc. for the two-year period ended December 31, 2010 (2)  |
| 99.2           | Pro Forma Financial Information for Castrovilla, Inc. (2)  |

\* filed with this Amendment No. 2

- (1) Incorporated by reference to the initial filing of this Form 8-K on January 24, 2011.
- (2) Incorporated by reference to Amendment No. 1 to this Form 8-K filed on January 24, 2011.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: May 20, 2011

BLUE EARTH, INC.

By: /s/ Johnny R. Thomas  
Name: Dr. Johnny R. Thomas  
Title: CEO

