

Blue Earth, Inc.
Form SC 13G/A
February 05, 2014

United States

**Securities and Exchange Commission
Washington, DC 20549**

Schedule 13G

UNDER THE SECURITIES EXCHANGE ACT OF 1934

(Amendment No. 1)*

BLUE EARTH, INC.
(Name of Issuer)

Common Stock, par value \$0.001
(Title of Class of Securities)

09548108
(CUSIP Number)

December 31, 2013
(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
 Rule 13d-1(c)
 Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

- 1 Names of Reporting Persons
D. Jason Davis

- 2 Check the Appropriate Box if a Member of a Group (a) (See Instructions) (b)

- 3 SEC Use Only

- 4 Citizenship or Place of Organization
United States

Number of
Shares
Beneficially Owned by
Each
Reporting
Person With

5 Sole Voting Power
3,391,092 (1)

6 Shared Voting Power
-0-

7 Sole Dispositive Power
3,391,092 (1)

8

Shared Dispositive Power

-0-

9 Aggregate Amount Beneficially Owned by Each Reporting Person

3,391,092 (1)

10 Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11 Percent of Class Represented by Amount in Row 9

5.6%

12 Type of Reporting Person (See Instructions)

IN

(1) Includes 2,824,692 shares of Common Stock of the Issuer held by a trust of which the Reporting Person is the executor and beneficiary, and 566,400 shares of Common Stock of the Issuer issuable upon exercise of currently exercisable warrants held by the Reporting Person.

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Item 1(a). Name of Issuer:

Blue Earth, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

2298 Horizon Ridge Parkway, Suite 205

Henderson, NV 89052

Item 2(a). Name of Person Filing:

D. Jason Davis

Item 2(b). Address of Principal Business Office or, if None, Residence:

2721 Loker Ave.

West Carlsbad, CA 92010

Item 2(c). Citizenship:

United States of America

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.001

Item 2(e). CUSIP Number:

09548108

Item 3. If this statement is filed pursuant to §§ 240.13d-1(b), or 240.13d-2(b) or (c), check whether the person filing is a:

Not Applicable

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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 3,391,092(1)

(b) Percent of class: 5.6%(2)

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 3,391,092(1)

(ii) Shared power to vote or to direct the vote: (0)

(iii) Sole power to dispose or to direct the disposition of: 3,391,092(1)

(iv) Shared power to dispose or to direct the disposition of: (0)

(1)

Includes 2,824,692 shares of Common Stock of the Issuer held by a trust of which the Reporting Person is the executor and beneficiary, and 566,400 shares of Common Stock of the Issuer issuable upon exercise of currently exercisable warrants held by the Reporting Person.

(2)

Based on 60,058,029 shares of common stock of the Issuer outstanding as of January 22, 2014, as reported in Amendment No. 3 to the Issuer's Registration Statement on Form S-1, filed with the SEC on January 29, 2014.

Item 5. Ownership of Five Percent or Less of a Class.

N/A

Item 6. Ownership of More Than Five Percent on Behalf of Another Person.

N/A

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

N/A

Item 8. Identification and Classification of Members of the Group.

N/A

Item 9. Notice of Dissolution of Group.

N/A

Item 10

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By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

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Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 5, 2014

/s/ D. Jason Davis

D. Jason Davis