

Blue Earth, Inc.  
Form 8-K/A  
April 14, 2014

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

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**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): August 23, 2013

**Blue Earth, Inc.**

(Exact name of registrant as specified in its charter)

<b>Nevada</b>	<b>333-148346</b>	<b>98-0531496</b>
(State or other jurisdiction of incorporation)	(Commission File Number)	(IRS Employer Identification No.)

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**2298 Horizon Ridge Parkway, Suite 205**

**Henderson, NV 89052**

(Address of principal executive offices)(Zip Code)

Registrant's telephone number, including area code: **(702)263-1808**

**N/A**

(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))



**EXPLANATORY PARAGRAPH**

This Amendment No. 2 to Form 8-K originally filed on August 23, 2013 (the Original 8-K ), is being filed by Blue Earth, Inc. (the Company ) to present other financial information of Millenium Power Solutions, LLC ( MPS ).

**ITEM 9.01 FINANCIAL STATEMENTS AND EXHIBITS**

(a) Financial Statements of MPS for December 31, 2012 and June 30, 2013.

(b) Pro Forma Financial Information of MPS.

(d) Exhibits.

<b>Exhibit Number</b>	<b>Description</b>
99.1	Financial Statements of MPS for the twelve month period ending December 31, 2012 and the six months ended June 30, 2013.
99.2	Pro Forma Financial Information for MPS.

*[SIGNATURE PAGE TO FOLLOW]*

**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: April 11, 2014

**Blue Earth, Inc.**

By:

*/s/ Johnny R. Thomas*

Name: Dr. Johnny R. Thomas

Title: CEO

