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

FORM 8-K

**CURRENT REPORT
Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934**

Date of report (Date of earliest event reported): **May 13, 2010**

**BEACON ENTERPRISE SOLUTIONS GROUP,
INC.**

(Exact name of registrant as specified in Charter)

Nevada
(State or other jurisdiction of
incorporation or organization)

000-31355
(Commission File No.)

81-0438093
(IRS Employee Identification
No.)

**1311 Herr Lane, Suite 205
Louisville, Kentucky 40222**
(Address of Principal Executive Offices)

502- 657-3500
(Registrant's telephone number, including area code)

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))
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Item 7.01 Regulation FD

On May 13, 2010, Beacon Enterprise Solutions Group, Inc. (the “Company”) issued a press release confirming the elimination of Warrant Related Derivative Liability. A copy of the press release confirming the elimination of Warrant Related Derivative Liability is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Current Report on Form 8-K (including Exhibit 99.1) is being furnished pursuant to Item 7.01 and Item 9.01 of Form 8-K and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that Section. The information in this Current Report on Form 8-K shall not be incorporated by reference into any registration statement or other document filed pursuant to the Securities Act of 1933, as amended, except as shall be expressly set forth by specific reference in such filing.

Item 9.01 Financial Statements and Exhibits

- (a) Not applicable
- (b) Not applicable
- (c) Not applicable
- (d) Exhibits

Exhibit 99.1

Press release confirming the elimination of Warrant Related Derivative Liability, dated May 13, 2010.

SIGNATURE

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 thereunto duly authorized.

**BEACON ENTERPRISE SOLUTIONS GROUP,
INC.**

Date: May 13, 2010

By: /s/ Michael Grendi
Michael Grendi,
Principal Financial Officer



Contact:

Bruce Widener, CEO, 502-657-3507
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Porter, LeVay & Rose, Inc.:
Marlon Nurse, 212-564-4700

Trilogy Capital Partners:
Darren Minton, 800-592-6067

HIR: Geralyn DeBusk or Hala Elsherbini
972-458-8000

Beacon Solutions Confirms Elimination of Warrant Related Derivative Liability

— Accounting Treatment to Result in Non-Cash Charge —

— Results to be Discussed on Second Quarter Conference Call on Tuesday, May 18, 2010 at 10:00 a.m. EST —

LOUISVILLE, KY, May 13, 2010 — Beacon Enterprise Solutions Group, Inc. (OTC BB: BEAC) (www.askbeacon.com), an emerging global leader in the design, implementation and management of high performance Information Technology Systems (“ITS”) infrastructure solutions, confirms the elimination of its warrant related derivative liability and related accounting treatment.

As previously disclosed, recently issued and adopted accounting pronouncements required that warrants with anti-dilution provisions be valued and reclassified from equity to liability on the Company’s balance sheet. This accounting change resulted in a non-cash liability of approximately \$5.7 million on the Company’s previously reported balance sheet as of December 31, 2009.

During the most recent quarter, ending March 31, 2010, the Company obtained consents from a sufficient number of its warrant holders to eliminate the anti-dilution provisions and remove the non-cash liability from its balance sheet prior to the end of the quarter. This change will result in a significant reduction in total liabilities, which will be reflected on the Company’s balance sheet in its upcoming filing on Form 10-Q, along with a related one-time non-cash charge, which will be reflected under results of operations for the three and six months ending March 31, 2010.

Beacon’s management team will discuss these items in more detail during the Company’s second quarter conference call on Tuesday, May 18, 2010, at 10:00 a.m. Eastern. The teleconference can be accessed by calling 888-495-3916 and entering conference ID # 72831986. Participants outside of the U.S. and Canada can join by calling 706-634-7530 and entering the same conference ID. Please dial in 15 minutes prior to the beginning of the call.

The conference call will be simultaneously webcast and available on the company’s website, www.askbeacon.com, under the “investor relations” tab.

About Beacon Enterprise Solutions Group, Inc.

Beacon Enterprise Solutions Group is an emerging global leader in the design, implementation and management of high performance Information Technology Systems (“ITS”) infrastructure solutions. Beacon offers fully integrated, turnkey IT infrastructure solutions capable of fully servicing the largest companies in the world as they increasingly outsource to reduce costs while optimizing critical IT design and infrastructure management. Through an integrated team approach, Beacon offers a broad range of products and services including IT infrastructure design, implementation and management, application development and voice/data/security system integration, installation and maintenance. Beacon’s client roster includes state and local agencies, educational institutions, and over 4,000 companies ranging in size from mid-sized companies to the Fortune 500. Beacon is headquartered in Louisville, Ky., with regional headquarters in Dublin, Ireland and Zurich, Switzerland and personnel located throughout the United States and Europe.

For comprehensive investor relations material, including fact sheets, research reports, interviews and video, please follow the appropriate link: [Investor Relations Portal](#), [Investor Fact Sheet](#), [Research Report](#) and [CEO Overview Video](#)

For additional information, please visit Beacon’s corporate website: www.askbeacon.com

This press release may contain “forward looking statements.” Expressions of future goals and similar expressions reflecting something other than historical fact are intended to identify forward-looking statements, but are not the exclusive means of identifying such statements. These forward-looking statements may include, without limitation, statements about our market opportunity, strategies, competition, expected activities and expenditures as we pursue our business plan. Although we believe that the expectations reflected in any forward looking statements are reasonable, we cannot predict the effect that market conditions, customer acceptance of products, regulatory issues, competitive factors, or other business circumstances and factors described in our filings with the Securities and Exchange Commission may have on our results. The company undertakes no obligation to revise or update any forward-looking statements in order to reflect events or circumstances that may arise after the date of this press release.

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