

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): **April 11, 2011**

**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.)

**9300 Shelbyville Road, Suite 1000**  
**Louisville, Kentucky 40222**

(Address of Principal Executive Offices)

**502-657-3500**

(Issuer Telephone number)

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 3.02 Unregistered Sales of Equity Securities.**

On April 11, 2011, the Company completed the sale of 175 Series C-1 Units for an aggregate purchase price of \$262,500; thereby completing the private placement, as previously reported on Form 8-K dated March 30, 2011 of 350 units totaling \$525,000.

The Investor Warrants each have a five year exercise period and an exercise price of \$0.75 per share of the Company's Common Stock, payable in cash on the exercise date. The exercise price is subject to adjustment upon certain occurrences specified in the Investor Warrants. The shares of Series C-1 Preferred Stock have terms similar to those of the shares of Series A, A-1 and B Preferred Stock, respectively but are junior to those shares with respect to dividend rights and liquidation preferences. The Company has used the proceeds of the closing for working capital.

The Company is relying on an exemption from registration provided under Section 4(2) of the Securities Act for the issuance of the Investor Warrants and shares of its Series C-1 Preferred Stock, which exemption the Company believes is available because the securities were not offered pursuant to a general solicitation and the status of the purchasers of the shares as "accredited investors" as defined in Regulation D under the Securities Act. This report is neither an offer to purchase nor a solicitation of an offer to sell securities. The securities offered have not been registered under the Securities Act and may not be offered in the United States absent registration or an applicable exemption from registration requirements.

### **SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this Report on Form 8-K to be signed on its behalf by the undersigned hereunto duly authorized.

Date: April 11, 2011

**BEACON ENTERPRISE SOLUTIONS GROUP, INC.**

By: /s/ Michael Grendi

Michael Grendi,  
Chief Financial Officer

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