

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): **October 14, 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 1020
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))
-

Item 1.01 Entry into a Material Definitive Agreement.

The Beacon Enterprise Solutions Group, Inc. (the "Company") has offered in a private placement 107 units (the "Series C-3 Units") at a purchase price of \$1,500 per Series C-3 Unit. A Series C-3 Unit comprised of (i) one (1) share of \$1,500 Stated Value Series C-3 Convertible Preferred Stock with each share having 125% nonparticipating liquidation preference, bearing dividends at a rate of 6% per annum payable quarterly in cash or additional Preferred Stock at the Company's option and convertible at the holder's discretion into 2,000 shares of the Company's Common Stock, and (ii) a five (5) year warrant to purchase 1,000 shares of its Common Stock (each, an "Investor Warrant") at a purchase price of \$0.45 per share (collectively the "Series C-3 Offering").

In connection with the Series C-3 Offering, the Company has agreed to pay an advisor a cash fee of 10% of the gross proceeds of sales of Series C-3 Units by that advisor and issue warrants to purchase the number of shares of Common Stock equal to 10% of the aggregate number of shares of Common Stock issuable upon conversion of the shares of Series C-3 Preferred Stock and exercise of Investor Warrants underlying such Series C-3 Units.

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.

Item 3.02 Unregistered Sales of Equity Securities.

As noted above, as of October 14, 2011, the Company had completed the sale of 107 Series C-3 Units for an aggregate purchase price of \$160,000.

The Investor Warrants each have a five year exercise period and an exercise price of \$0.45 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-3 Preferred Stock have terms similar to those of the shares of Series A, A-1, B, C-1 and C-2 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-3 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.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On October 14, 2011, S. Scott Fitzpatrick, who has served as Corporate Controller for the previous two years, was promoted to Vice President Corporate Controller & Treasurer and will also be the Principal Financial Officer.

Mr. Fitzpatrick entered into an employment agreement with the Company under which he has been granted a base salary of \$110,000 per year with a bonus potential of an additional amount targeted at 20% of base salary upon achievement of company and personal goals. In addition, the agreement includes a provision for bonus equal to six month's pay, at the then current salary, in the event a change of control occurs. Finally, the agreement provides a grant of options to purchase 25,000 shares of Beacon common stock at an exercise price of \$1.00 per share granted on October 14, 2011 and vesting in equal amounts over a three year period on the anniversary of the grant.

On October 14, 2011, Michael Grendi, the Chief Financial Officer of the Company resigned to pursue other opportunities.

Item 7.0 Regulation FD

On October 20, 2011 the Company issued a press release announcing personnel changes. A copy of the press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

Item 9.01 Financial Statement and Exhibits

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

Exhibit 99.1

Press release dated October 20, 2011.

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: October 20, 2011

BEACON ENTERPRISE SOLUTIONS GROUP, INC.

By: /s/ Bruce Widener

Bruce Widener
Principal Executive Officer



Contact:
Bruce Widener, CEO
502-657-3507
investors@askbeacon.com

Porter, LeVay & Rose, Inc.
Marlon Nurse, V.P. – Investor Relations
212-564-4700

Halliburton Investor Relations
Geralyn DeBusk, President, or Hala Elsherbini, COO
972-458-8000

Beacon Enterprise Solutions Announces Personnel Changes

LOUISVILLE, KY, October 20, 2011 — 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, today announced changes in key personnel.

Victor Agruso, (51), Chief Human Resource Officer for the past 3 years, has taken on the additional role of Chief Administrative Officer, a newly created position to facilitate greater organizational and reporting efficiencies. Mr. Agruso has more than 20 years of corporate leadership and international experience with companies such as Nike and Hallmark Cards, with focus on strategic planning and organizational development

Scott Fitzpatrick, (48), previously Beacon’s Corporate Controller, was promoted to Vice President Corporate Controller and Treasurer, and is Beacon’s Principal Financial Officer. Mr. Fitzpatrick has more than 25 years of accounting/finance experience with growth-oriented public companies, including serving as Corporate Controller and Director/Manager for multi-location companies in both service and manufacturing industries. His experience encompasses International Accounting, SEC and Internal Financial Reporting, GAAP Compliance, Financial Analysis, Budgeting, and many other financial and operational areas.

Beacon also promoted Greg Guilford, (44), to Vice President Financial Planning & Reporting from Director of Financial Reporting. Mr. Guilford, has more than 20 years of financial, management and operational experience, and will continue to oversee all internal and external financial reporting activities.

Concurrent with these promotions, Beacon also announced Michael Grendi has resigned as Chief Financial Officer to pursue other opportunities.

“The promotions of Victor, Scott and Greg are very well deserved,” stated Bruce Widener, CEO and Chairman of Beacon. “The three of them have demonstrated their value to the Company over the past several years and have been instrumental in the implementation of our revenue growth and cost reduction strategies. I would also like to wish Mike Grendi tremendous luck and success in the future as he pursues new opportunities and thank him for his hard work while at Beacon. Mike did a great job of leading our finance group through a challenging transition period, helping to drive cost out of the business and implementing structure that will help support our current and future growth.”

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. Beacon is headquartered in Louisville, Kentucky, with regional headquarters in Cincinnati, Ohio, Dublin, Ireland, Prague, Czech Republic and personnel located throughout the United States and Europe.

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.

#####
