

ASPEN GROUP, INC.  
Form 3  
November 22, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

|  |         |                                      |  |  |
|--|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person *  |         | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Mathews Michael                          |         | (Month/Day/Year)                     | ASPEN GROUP, INC. [ASPU]                           |  |
| (Last)                                     | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|  |         | 11/22/2013                           |  |  |
| 720 SOUTH COLORADO BOULEVARD,Â SUITE 1150N |         |                                      | (Check all applicable)                             |  |
| (Street)                                   |         |                                      | <input checked="" type="checkbox"/> Director       | <input type="checkbox"/> 10% Owner                                     |
|  |         |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
| DENVER,Â COÂ 80246                         |         |                                      | (give title below)                                 | (specify below)  |
| (City)                                     | (State) | (Zip)                                | Chief Executive Officer                            | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|  |         |                                      |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|  |         |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 2,553,452   | D  | Â   |
| Common Stock                    | 100,000   | I  | By Grantor Retained Annuity Trust                     |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security | 4. Conversion or Exercise | 5. Ownership Form of | 6. Nature of Indirect Beneficial Ownership |
|--|--|--|---------------------------|----------------------|--|
|--|--|--|---------------------------|----------------------|--|

Edgar Filing: ASPEN GROUP, INC. - Form 3

|                     | Date Exercisable | Expiration Date | (Instr. 4)<br>Title | Amount or Number of Shares | Price of Derivative Security | Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | (Instr. 5) |
|---------------------|------------------|-----------------|---------------------|----------------------------|------------------------------|--|------------|
| Stock Options       | Â (1)            | 03/15/2017      | Common Stock        | 300,000                    | \$ 0.35                      | D  | Â          |
| Stock Options       | Â (2)            | 03/22/2017      | Common Stock        | 500,000                    | \$ 0.35                      | D  | Â          |
| Stock Options       | Â (3)            | 09/04/2017      | Common Stock        | 2,900,000                  | \$ 0.35                      | D  | Â          |
| Stock Options       | Â (4)            | 10/23/2017      | Common Stock        | 288,911                    | \$ 0.35                      | D  | Â          |
| Stock Options       | Â (4)            | 10/23/2017      | Common Stock        | 166,666                    | \$ 0.35                      | D  | Â          |
| 5% Convertible Note | 09/25/2013       | 04/02/2015      | Common Stock        | 857,143                    | \$ 0.35                      | D  | Â          |
| 5% Convertible Note | 09/25/2013       | 04/02/2015      | Common Stock        | 300,000                    | \$ 1                         | D  | Â          |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| Mathews Michael<br>720 SOUTH COLORADO BOULEVARD<br>SUITE 1150N<br>DENVER,Â COÂ 80246 | Â X           | Â         | Â Chief Executive Officer | Â     |

## Signatures

/s/ Michael Mathews  
11/22/2013

\*\*Signature of Reporting Person  
Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Of the securities: (i) one-third have vested and (ii) the remaining vest on March 14, 2014 and 2015.
- (2) Of the securities: (i) one-third have vested and (ii) the remaining vest on March 20, 2014 and 2015.
- (3) Of the securities: (i) one-fourth have vested and (ii) the remaining vest on September 4, 2014, 2015 and 2016.
- (4) Fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.