Edgar Filing: MacLean Malcolm F IV - Form 4

MacLean Mal Form 4	lcolm F IV										
December 27,	2018										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								PPROVAL 3235-0287			
Check this box if no longer subject to Section 16. SECURITIES SECURITIES						Expires: Estimated a burden hou response	irs per				
(Print or Type R	esponses)										
MacLean Malcolm F IV Symbol			r Name and Ticker or Trading GROUP, INC. [ASPU]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	iddle) 3. Date of	3. Date of Earliest Transaction (Check					ck all applicable	c all applicable)		
276 FIFTH AVENUE, SUITE 306(Month/Da12/24/20			-				X Director 10% Owner Officer (give title Other (specify below) below)				
	(Street)	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
NEW YORK	, NY 10001							More than One R			
(City)	(State) (Z	Zip) Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	ty (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or				Securities I Beneficially (Owned I	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common				Amount		Price					
Stock (1)	12/24/2018		А	2,000	А	\$0	2,302	D			
Common Stock							651,228	I	See footnote (2)		

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

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 Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) (3)	\$ 5.12	12/24/2018		А	10,000	12/24/2018	12/24/2023	Common Stock	10,000

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
MacLean Malcolm F IV 276 FIFTH AVENUE SUITE 306 NEW YORK, NY 10001	Х						
Signatures							
/s/ Malcolm F. MacLean IV	12/27/2	12/27/2018					
<u>**</u> Signature of Reporting Person	Date						

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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).

The shares of restricted common stock were granted under the Aspen Group, Inc. 2018 Equity Incentive Plan (the "Plan") for service as a
(1) director and a committee member, as applicable, and vest in three equal annual increments on December 24, 2019, December 24, 2020, and December 24, 2021, subject to continued service as a director of the Issuer on each applicable vesting date.

Includes (i) 28,749 shares held jointly with spouse, (ii) 98,000 shares held by Starfish Partners LLC which Mr. MacLean indirectly controls, (iii) 250,000 shares held by Taurus Capital Partners LLC of which Mr. MacLean is the Managing Member, (iv) 18,938 shares held as custodian for the benefit of Mr. MacLean's children, (v) 155,196 shares held in the name of his multiple IRAs, (vi) 6,500 shares

held in trust, (vii) 7,333 shares held in spouse's IRA, and (viii) 86,512 shares held in Mr. MacLean's company defined benefit plan.

The stock options were granted under the Plan for service as a director and a committee member, as applicable, and vest in three equal

(3) annual increments on December 24, 2019, December 24, 2020 and December 24, 2021, subject to continued service as a director of the Issuer on each applicable vesting date.

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.