

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

Post-Effective Amendment No. 2 to
Registration Statement on Form S-3 (Registration No. 333-251459)

UNDER
THE SECURITIES ACT OF 1933

ASPEN GROUP, INC.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction of
incorporation or organization)

27-1933597
(I.R.S. Employer
Identification Number)

276 Fifth Avenue, Suite 505, New York, New York 10001
(Address of Principal Executive Offices) (Zip Code)

Michael Mathews
Chief Executive Officer
276 Fifth Avenue, Suite 505
New York, New York, 10001
(Name and address of agent for service)

(646) 448-5144
(Telephone number, including area code, of agent for service)

Copy to:
Michael Harris, Esq.
Nason, Yeager, Gerson, Harris & Fumero, P.A.
3001 PGA Boulevard, Suite 305
Palm Beach Gardens, Florida 33410

Approximate date of commencement of proposed sale to the public:

