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

SCHEDULE 13G

**Under the Securities Exchange Act of 1934
(Amendment No. 3)***

Aspen Group. Inc.

(Name of Issuer)

Common Stock and Warrants (exercisable into Common Stock)

(Title of Class of Securities)

04530L104

(CUSIP Number)

February 12, 2016

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)
- Rule 13d-1(c)
- Rule 13d-1(d)

* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934.

Item 1.

- (a) Name of Issuer
Aspen Group, Inc.
- (b) Address of Issuer's Principal Executive Offices
720 South Colorado Boulevard, Suite 1150N
Denver, CO 80246

Item 2.

- (a) Name of Person Filing
Benjamin J. Taylor
 - (b) Address of Principal Business Office or, i a i
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Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 1,690,490
- (b) Percent of class: 1.32%
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 1,690,490
 - (ii) Shared power to vote or to direct the vote:
 - (iii) Sole power to dispose or to direct the disposition of: 1,690,490
 - (iv) Shared power to dispose or to direct the disposition of:

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following .

Not Applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

~~SPURRING~~
Not Applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not Applicable

Item Certification

~~10. I do not~~
Not applicable

By signing below I certify that, to the best of e the

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: February 12, 2016

/s/ Benjamin J Taylor

Name: Benjamin J Taylor

Title: Managing Member of G.P.

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)