



Item 4.02 Non-Reliance on Previously Issued Financial Statements or a Related Audit Report or Completed Interim Review.

On August 16, 2012, pursuant to comment letters issued by the Staff of the Securities and Exchange Commission (the "SEC") relating to the Form 8-K ("Super 8-K") filed by Aspen Group, Inc. (the "Company"), management of the Company, after discussions with the Company's independent registered public accounting firm and the Staff of the SEC, concluded that the previously-issued consolidated financial statements contained in the Company's Form 10-Q for the quarter ended March 31, 2012 and 2011 and its December 31, 2011 and 2010 year-end consolidated financial statements contained in the Super 8-K (the "Financial Statements") should no longer be relied upon based on the restatement described below.

The discussions with the below.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ASPEN GROUP, INC.

Date: August 20, 2012

By: /s/ Michael Mathews

Name: Michael Mathews

Title: Chief Executive Officer

