

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

~~REGISTRATION STATEMENT~~  
~~Under the Securities Act of 1933~~  
**Form S-8**

REGISTRATION STATEMENT 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 No.)*

**1660 S. Albion Street, Suite 525, Denver, Colorado 80222**  
*(Address of Principal Executive Offices) (Zip Code)*

**2012 Equity Incentive Plan**  
*(Full title of the plan)*

**Michael Mathews**  
**1660 S. Albion Street, Suite 525, Denver, Colorado 80222**  
*(Name and address of agent for service)*

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**CALCULATION OF REGISTRATION FEE**

<u>Title of each class of securities to be registered</u>	<u>Amount to be registered(1)</u>	<u>Proposed maximum offering price per share(2)</u>	<u>Proposed maximum aggregate offering price</u>	<u>Amount of registration fee</u>
Common St o				



**PART I**

**INFORMATION REQUI Q**





These provisions eliminate our rights and those of our shareholders to recover monetary damages from a director for breach of his fiduciary duty of care as a director except in the situations described above. The limitations summarized above, however, do not affect our ability or that of our shareholders to seek non-monetary remedies, such as an injunction or rescission, against a director for breach of his fiduciary duty.

Section 145 of the Delaware General Corporation Law provides a corporation with the power to indemnify any officer or director acting in his capacity as our representative who is or is threatened to be made a party to any lawsuit or other proceeding for expenses, judgment and amounts paid in settlement in connection with such lawsuit or proceeding. The indemnity provisions apply whether the action was instituted by a third party or was filed by one of our shareholders. The Delaware General Corporation Law provides that Section 145 is not exclusive of other rights to which those seeking indemnification may be entitled under any bylaw, agreement, vote of shareholders or disinterested directors or otherwise. We have provided for this indemnification in our Certificate of Incorporation because we believe that it is important to attract qualified directors and officers. We have also entered into Indemnification Agreements with our directors and officers which agreements are designed to indemnify them to the fullest extent permissible by law, subject to one limitation described in the next sentence. We have further provided in our Certificate of Incorporation that no indemnification shall be available, whether pursuant to our Certificate of Incorporation or otherwise, arising from any lawsuit or proceeding in which we assert a direct claim, as opposed to a shareholders' derivative action, against any directors and officers. This limitation is designed to insure that if we sue a director or officer we do not have to pay for his defense.

Insofar as indemnification for liabilities arising under the Securities Act may be permitted to directors, officers or persons controlling us pursuant to the foregoing provisions, we have been informed that in the opinion of the SEC, such indemnification is against public policy as expressed in the Securities Act and is therefore unenforceable.

**ITEM 7. EXEMPTION FROM REGISTRATION CLAIMED.**

Not applicable.

**ITEM 8. EXHIBITS.**

See Exhibit Index, which is incorporated herein by reference.

**ITEM 9. UNDERTAKINGS.**

1. The undersigned registrant hereby undertakes:
  - a. To file, during any period in which offers or sales are being made, a post-effective amendment to this registration statement:
    - i. To include any prospectus required by section 10(a)(3) of the Securities Act of 1933;
    - ii. To reflect in the prospectus any facts or events arising after the effective date of the registration statement (or the most recent post-effective amendment thereof) which, individually or in the aggregate, represent a fundamental change in the information set forth in the registration statement. Notwithstanding the foregoing, any increase or decrease in volume of securities offered (if the total dollar value of securities offered would not exceed that which was registered) and any deviation from the low or high and of the estimated maximum offering range may be reflected in the form of prospectus filed with the Commission pursuant to Rule 424(b) if, in the aggregate, the changes in volume and price represent no more than a 20 percent change in the maximum aggregate offering price set forth in the "Calculation of Registration Fee" table in the effective registration statement;





## EXHIBIT INDEX

No.	Description	Filed or Furnished Herewith
<a href="#">5.1</a>	Legal Opinion of Nason, Yeager, Gerson, White & Lioce, P.A.	Filed with this Form S-8
10.1	2012 Equity Compensation Plan	*
<a href="#">23.1</a>	Consent of Nason, Yeager, Gerson, White & Lioce, P.A.	Contained in Exhibit 5.1 above
<a href="#">23.2</a>	Consent of Salberg & Company, P.A.	Filed with this Form S-8

\* Incorporated by reference from Annex B of the registrant's Definitive Proxy Statement on Schedule 14A filed with the Securities and Exchange Commission on October 6, 2016.



**Nason, Yeager, Gerson, White & Lioce, P.A.**  
**3001 PGA Boulevard, Suite 305**  
**Palm Beach Gardens, Florida 33410**

December 13, 2016

Aspen Group, Inc.  
1660 S. Albion Street, Suite 525  
Denver, Colorado 80222  
Attention: Mr. Michael Mathews  
Chief Executive Officer

Aspen Group, Inc. Registration Statement on Form S-8

Dear Mr. Mathews:

You have requested our opinion with respect to certain matters in connection with the filing by Aspen Group, Inc. (the "Registrant") of a Registration Statement on Form S-8 (the "Registration Statement") with the Securities and Exchange Commission (the "Commission") covering 25,300,000 shares of the Registrant's common stock, par value \$0.001 per share, consisting of shares of common stock issuable by the Registrant under the 2012 Equity Incentive Plan (the "Plan," and the shares issuable thereunder, the "Shares").

In connection with this opinion, we have examined such documents and such matters of fact and law as we have deemed necessary as a basis for this opinion. We have assumed the genuineness and authenticity of all documents submitted to us as originals, the conformity to originals of all documents submitted to us as copies thereof, and the due execution and delivery of all documents where due execution and delivery are a prerequisite to the effectiveness thereof.

The opinions expressed herein are limited to the Delaware General Corporation Law, as currently in effect, and we express no opinion as to the effect of any other law of the State of Delaware or the laws of any other jurisdiction.

Subject to the foregoing and in reliance thereon, it is our opinion that the issuance of the Shares has been duly authorized and, when issued and delivered in accordance with the Plan, the applicable award agreements thereunder and the applicable resolutions of the Board of Directors or compensation committee thereof, and upon receipt by the Registrant of any required payment therefor, if such payment is required by the applicable award agreement, the Shares will be validly issued, fully paid and nonassessable by the Registrant.

cc: Besb1F F

This opinion is being furnished to you for submission to the Commission as an exhibit to the Registration

**Consent of Independent Registered Public Accounting Firm**

We hereby consent to the incorporation by reference in the Registration Statement on Form S-8, of Aspen Group, Inc. of our report dated July 27, 2016, on the consolidated financial statements of Aspen Group, Inc. for the years ended April 30, 2016 and 2015, included in Form 10-K filed on July 27, 2016.

/s/ Salberg & Company, P.A.

SALBERG & COMPANY, P.A.  
Boca Raton, Florida  
December 13, 2016