

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **March 9, 2017**

ASPEN GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State or Other Jurisdiction
of Incorporation)*

000-55107
*(Commission
File Number)*

27-1933597
*(I.R.S. Employer
Identification No.)*

1660 South Albion Street, Suite 525, Denver, CO D S

Item 2.02 Results of Operations and Financial Condition

On March 9, 2017, Aspen Group, Inc. (the “Company”) issued a press release announcing the results of operations for the Company for the three and nine months ended January 31, 2017. A copy of such press release is furnished as Exhibit 99.1 to this report.

As previously announced and as further detailed in the press release furnished with this report, the Company will conduct a conference call at 4:30 PM Eastern Time on Thursday, March 9, 2017, to discuss its financial results for the three and nine months ended January 31, 2017.

The information in Item 2.02 of this report, including the information in the press release attached as Exhibit 99.1 to this report, is furnished pursuant to Item 2.02 of Form 8-K and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. Furthermore, the information in Item 2.02 of this report, including the information in the press release attached as Exhibit 99.1 to this report, shall not be deemed to be incorporated by reference in the filings of the registrant under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Exhibit
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<u>99.1</u>	Press release dated March 9, 2017
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The following table presents a reconciliation of EBITDA and Adjusted EBITDA, non-GAAP financial measures, to Net Income (Loss):

	For the Quarters Ended	
	January 31,	
	2017	2016
Net income (loss)	\$ 7,377	\$ (674,964)
Interest Expense, net of interest income	78,316	32,739
Depreciation & Amortization	132,727	151,597
EBITDA (loss)	218,420	(490,628)
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