H(H) ß fρ Ž UNITED STATES SECURITIES AND EXCHANGE COMMISSION Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Form 3 Holdings Reported Form 4 Transactions Reported Form 4 Transactions Reported Washington, D.C. 20549 ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940 Washington, D.C. 20549

OMB APPROVAL OMB Number: 3235-0362 Estimated average burden 1.0 hours per response...

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Company Act of 1940

| 2. Issuer Name and Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU] | | | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) X Director 10% Owner | | | |
|--|------------------------------------|---|---|--|--|--|
| | | r Ended (Month/Day/Year) | | | | |
| 1660 SOUTH ALBION STREET, SUITE 525 | | | | | | |
| | 4. If Amendment, Date Original Fil | ed(Month/Day/Year) | 6. Individual or Joint/Group Reporting (check applicable line) | | | |
| | | | _X_Form Filed by One Reporting Person Form Filed by More than One Reporting Person | | | |
| (Zip) | Ta9\$DVVDIdRAS | | | | | |
| | | | C 4955 A (2) | | | |
| | (Middle) ITE 525 | (Middle) 3. Statement for Issuer's Fiscal Year (PECS 0/2017 4. If Amendment, Date Original Fil | (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) (RichO/2017 4. If Amendment, Date Original Filed(Month/Day/Year) | (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) (Middle) 3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year) (CEO 4. If Amendment, Date Original Filed(Month/Day/Year) 4. If Amendment, Date Original Filed(Month/Day/Year) 6. Individual or Joint/Group Reporting (check applicable line) | | |

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|-----------|--|---|--|--|-------|--|--|--|
| (Right to | | | | | Stock | | | |
| Buy) | | | | | | | | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--------------------------------|---------------|-----------|---------|-------|--|--|
| Reporting Owner Name / Address | Director | 10% Owner | Officer | Other | | |
| Mathews Michael | | | | | | |
| 1660 SOUTH ALBION STREET | X | | CEO | | | |
| SUITE 525 | Λ | | CLO | | | |
| DENVER, CO 80222 | | | | | | |

Signatures

| /s/ Michael Mathews | 06/14/2017 |
|-------------------------------|------------|
| Signature of Reporting Person | Date |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being October 23, 2018, subject to continued service on each applicable vesting date.
- (2) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being October 23, 2018, subject to continued service on each applicable vesting date.
- (3) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being June 15, 2018, subject to continued service on each applicable vesting date.
- (4) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being June 22, 2018, subject to continued service on each applicable vesting date.
- (5) The two reported transactions involved an amendment of an outstanding option, resulting in the deemed cancellation of the "old" option and the grant of a replacement option. The securities vest in three equal annual increments with the first vesting date being December 4, 2018, subject to continued service on each applicable vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.