Item 2.02 Results of Operations and Financial Condition

On March 15, 2

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: March 15, 2018

By:/s/ Michael Mathews
Name: Michael Mathews
Title: Chief Executive Officer

EXHIBIT 99.

Excluding the $610,219 one-time USU acquisition expenses, G&A increased sequentially by $900,750. The acquisition of United States University accounted for over three-quarters of the G&A increase, as the company's non-faculty full-time staff rose from 110 to 142 employees. The majority of the remaining increase was a one-time expense of legal fees related to the HEMG NJ bankruptcy proceeding in which the company is a creditor. On a year-over-year basis, G&A rose by 119%, from $2,133,074 to $4,677,359.

The following table presents gross profit calculated in accordance with GAAP:

	For the Quarters Ended January 31, 2018*	For the Quarters Ended January 31, 2017
Revenues	$ 5,701,958	$ 3,735,626
Costs of revenues (exclusive of amortization shown separately)	2,665,664	1,359,131
Amortization expenses excluded from cost of revenues	135,661	119,577
GAAP gross profit	$ 2,900,633	$ 2,256,918

The following table presents a reconciliation of EBITDA and Adjusted EBITDA to Net loss, a GAAP financial measure:

	For the Quarters Ended January 31, 2018*	For the Quarters Ended January 31, 2017
Net income (loss)	$ (2,147,945)	$ 7,377
Interest expense, net of interest income	211,486	78,317
Depreciation & amortization	347,894	132,727
EBITDA (loss)	(1,588,565)	218,421
Bad debt expense	132,644	(25,680)
USU Acquisition expenses	610,219	—
Non-recurring charges	85,853	146,809
Stock-based compensation	162,544	96,498
Adjusted EBITDA (Loss)	$ (597,305)	$ 436,048

Fiscal Year 2018 Fourth Quarter Business Update:

The company expects to have approximately 70 enrollment advisors employed by early-April, approximately one month ahead of its original fiscal year-end target date. Consequently, the company intends to increase its internet marketing monthly spend rate to over $600,000 beginning with the month of April.

Revenues for fiscal year 2018 fourth quarter are expected to increase by at least $1 million sequentially, or over $6.7 million.

Non-GAAP – Financial Measures:

This press release includes both financial measures in accordance with Generally Accepted Accounting Principles, or GAAP, as well as non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position or cash flows that either excludes or includes amount either

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	For the Nine months ended January 31,	
	2018	