
ABOUT THIS PROSPECTUS SUPPLEMENT



CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This document contains certain forward-looking information, including information regarding the Company's financial performance, business strategy, and other matters. Such information is based on current expectations and is subject to various risks and uncertainties, including those related to market conditions, regulatory changes, and operational challenges. The Company does not guarantee the accuracy or completeness of this information, and it is intended only as a guide to understanding the Company's perspective. Investors and other interested parties should consult the Company's financial statements and other disclosures for more detailed information.

PROSPECTUS SUPPLEMENT SUMMARY

The following summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement. This summary is not complete and does not contain all of the information that should be considered before investing in our common stock. Before making an investment decision, investors should carefully read the entire prospectus supplement and the accompanying prospectus, including the information incorporated by reference in this prospectus supplement and the accompanying prospectus, paying particular attention

RISK FACTORS

Investing in our securities involves risks. Before purchasing the securities offered by this prospectus you should consider carefully the risk factors described in this prospectus supplement, the accompanying prospectus, as well as the risks, uncertainties and additional information set forth in our prospectus dated April 18, 2018 and our reports on Forms 10-K, 10-Q and 8-K that we file with the SEC after the date of this prospectus supplement and which are deemed incorporated by reference in this prospectus supplement. For a description of these reports and documents, and information about where you can find them, see “Incorporation of Certain Information By Reference” in the accompanying prospectus. The risks and uncertainties we discuss in the accompanying prospectus and in the documents incorporated by reference herein are those that we currently believe may materially affect our company. Additional risks not presently known, or currently deemed immaterial, also could materially and adversely affect our financial condition, results of operations, business and prospects.

The market

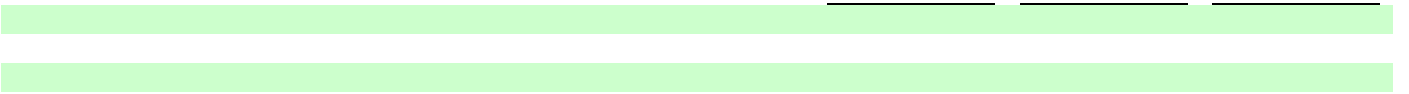


DIVIDEND POLICY

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UNDERWRI



Indemnification

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Lock-Up Agreements

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Listing and Transfer Agent

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Electronic Distribution

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Other

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LEGAL MATTERS

1. The undersigned, being duly sworn, depose and say that the foregoing is a true and correct copy of the original document as the same appears in the files of the undersigned.

EXPERTS

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You should rely only on information contained in this prospectus. We have not authorized anyone to provide you with information that is different from that contained in this prospectus. We are not offering to sell or seeking offers to buy shares of common stock in jurisdictions where offers and sales are not permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our common stock. We are responsible for updating this prospectus to ensure that all material information is included and will update this prospectus to the extent required by law.



PROSPECTUS SUMMARY

This summary only highlights the more detailed information appearing elsewhere in this prospectus or incorporated by reference in this prospectus. It may not contain all of the information that is important to you. You should carefully read the entire prospectus and the documents incorporated by reference in this prospectus before deciding whether to invest in our securities. Unless otherwise indicated or the context requires otherwise, in this prospectus and any prospectus supplement hereto references to “AGI” “we,” “us,” and “our” refer to Aspen Group, Inc. and its consolidated subsidiaries.

About This Prospectus

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RISK FACTORS

AGI's future operating results will be adversely affected if it does not effectively manage its expanded operations and integrate USU.

Risks Relating to Our Business

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If we cannot manage our growth, our results of operations may suffer and could adversely affect our ability to comply with federal regulations.

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If we are unable to raise capital, we will have to scale back our growth.

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Although our management has successfully implemented a monthly payment business model, it may not be successful long-term.

If the demand for the nursing workforce decreases or the educational requirements for nurses were relaxed, our business will be adversely affected.

If we incur system disruptions to our online computer networks, it could impact our ability to generate revenue and damage our reputation, limiting our ability to attract and retain students.



1. The first part of the document discusses the importance of maintaining accurate records of all transactions and activities. It emphasizes that proper record-keeping is essential for ensuring transparency and accountability in financial reporting. This section also highlights the role of internal controls in preventing errors and fraud, and the need for regular audits to verify the accuracy of the data.

2. The second part of the document focuses on the importance of maintaining accurate records of all transactions and activities. It emphasizes that proper record-keeping is essential for ensuring transparency and accountability in financial reporting. This section also highlights the role of internal controls in preventing errors and fraud, and the need for regular audits to verify the accuracy of the data.

3. The third part of the document discusses the importance of maintaining accurate records of all transactions and activities. It emphasizes that proper record-keeping is essential for ensuring transparency and accountability in financial reporting. This section also highlights the role of internal controls in preventing errors and fraud, and the need for regular audits to verify the accuracy of the data.



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If DOE determines that borrowers of federal student loans who attended our institution have a defense to repayment of their federal student loans based on a state law claim against our institution, our institution's repayment liability to DOE could have a material adverse effect on our enrollments, revenues and results of operations.

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If we fail to demonstrate “financial responsibility,” Aspen and USU may lose their eligibility to participate in Title IV Programs or be required to post a letter of credit in order to maintain eligibility to participate in Title IV Programs.

If we fail to demonstrate “administrative capability,” we may lose eligibility to participate in Title IV Programs.

Because we rely on a third-party to administer our participation in Title IV Programs, its failure to comply with applicable regulations could cause our schools to lose our eligibility to participate in Title IV Programs.

If we pay impermissible commissions, bonuses or other incentive payments to individuals involved in our participation in Title IV Programs, we may lose our eligibility to participate in Title IV Programs.





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Transfer and Exchange

- book-entry securities
- certificated securities





DESCRIPTION OF WARRANTS

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General

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Exercise of warrants

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Agents

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Indemnification of Directors and Officers.

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PLAN OF DISTRIBUTION

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LEGAL MATTERS

EXPERTS

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

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