ABOUT THIS PROSPECTUS SUPPLEMENT

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

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r r r r n a f g n o r r a r r r a o r r n
a r n r n m r r r r n o r r a r r r k
r r r n r r a r r a r f r r r
a r n r n o r r a r r a r n r n r r
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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.

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USE OF PROCEEDS

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DIVIDEND POLICY

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DILUTION

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Indemnification

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Lock-Up Agreements

[illegible]

Listing and Transfer Agent

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Electronic Distribution

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Other

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LEGAL MATTERS

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EXPERTS

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TABLE OF CONTENTS

Page

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

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

[illegible]

[illegible]

RISK FACTORS

[illegible]

Risks Relating to Our Business

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

[illegible]

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

[illegible]

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

[illegible]

[illegible]

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

[illegible]

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

[illegible]

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.

[illegible]

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. r r r n n n r n n r a a f

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a f

r r 8 2 r r a n r n r r r r r r n

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If we are unable to protect our intellectual property, our business could be harmed.

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r r r r r f a o n r n a o r r r f f r r r r r r a o 2
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r r r r a r r r o n . r r r n r r r
r r r f f r n r r r r n r r r
r r f r r r r r r r n r n r a r r a r r n r r r
r a r n r r r n a r a r f

r r n r a r r a r r n

r r r n r r r r n n a r r a r r n r r r n r
f a n r r r r n r r n r r r r n a r n r n
n r n r f f r n r f n r r a r r
r r r a r r . r r r r r r n r r n n r n r n r
r r n a n r r r r f n r n r r r r r r r

[illegible]

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.

[illegible]

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 inv

[illegible]

[illegible]

Transfer and Exchange

[illegible]

book-entry securities [illegible]

certificated securities [illegible]

DESCRIPTION OF WARRANTS

[illegible]

General

[illegible]

Exercise of warrants

[illegible]

Trading of Warrants

[illegible]

Indemnification of Directors and Officers.

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PLAN OF DISTRIBUTION

LEGAL MATTERS

[illegible]

EXPERTS

[illegible]

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

[illegible]