

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

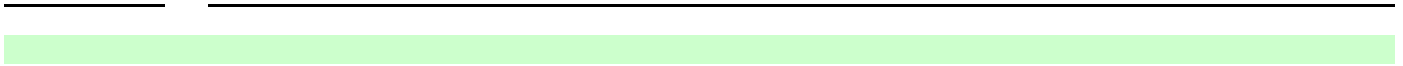
Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

opt st
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Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On September 4, 2014, Aspen Group, Inc. (the "Company") amended the Company's 2012 Equity Incentive Plan (the "Plan") to increase the number of authorized shares under the Plan to 16.3 million.

In connection with the closing of the recent offering which was previously reported on a Form 8-K, the Company granted 2.6 million options (exercisable at \$0.155 per share) to its Board of Directors. Of the e e



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: September 5, 2014

By: /s/Michael Mathews

Name: Michael Mathews

Title: Chief Executive Officer

A mendment No. 5 to the
A spen Group, Inc.
2012 E quity I ncentive Plan

T his A mendment No. 5 to the 2012 E quity I ncentive Plan (the " Plan ") amends the number of shares authorized under Plan by deleting 11,300,000 from Section 4 and replacing i t wi th 16,300,000.

E ffective September 4, 2014