
**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

Date of Report (Date of earliest event reported): **December 11, 2015**

ASPEN GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State or Other Jurisdiction
of Incorporation)*

000-55107
*(Commission
File Number)*

27-1933597
*(I.R.S. Employer
Identification No.)*

1660 South Albion Street, Suite 525, Denver, CO 80222
(Address of Principal Executive Office) (Zip Code)

(303) 333-4224
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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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 December 11, 2015, Aspen Group, Inc. (the “Company”) awarded 1,500,000 ten-year stock options (exercisable at \$0.175 per share) to Michael Mathews, the Company’s Chief Executive Officer and Chairman of the Board of Directors. The options vest in three equal annual increments with the first vesting date being one year from the grant date, subject to continued service to the Company as an executive officer or director on each applicable vesting date and accelerated vesting under certain conditions.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
<u>10.1</u> *	Form of Michael Mathews Stock Option Agreement, dated as of December 11, 2015

* Management contract or compensatory plan or arrangement.



SIGNATURES

NOTICE OF EXERCISE

To: _____

Attention _____, _____

Facsimile: (____) _____ - _____

Please be advised that I hereby elect to exercise my option to purchase si __,

5

Number of Shares to Be Purchased:

Multiplied by: Purchase Price Per Share

Total Purchase Price

+

Telephone Number of Option Holder:

Social Security Number of Option Holder:



If the certificate is to be issued to person other than the Option Holder, please provide the following for such person:

(Name)

(Address)

(T

1.

2a.

2b.

3.

4.

5.

6.

7.

8.