
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D

Item 8.01 Other Events

On April 25, 2018, Aspen Group, Inc. (the “Company”) issued 420,000 shares of common stock to Roth Capital Partners, LLC (the “Underwriter”) in connection with the Underwriter fully exercising their over-allotment option at the public offering price of \$7.15 per share, resulting in additional gross proceeds of approximately \$3 million. After giving effect to the full exercise of the over-allotment option, the total number of shares sold by the Company in the public offering increased to 3,220,000 shares and gross proceeds increased to approximately \$23 million. The Company intends to use the over-allotment proceeds for general corporate purposes and working capital.

SIGNATURES

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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.

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