



DIVISION OF  
CORPORATION FINANCE

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549

December 23, 2020

Michael Mathews  
Chief Executive Officer  
Aspen Group, Inc.  
276 Fifth Avenue, Suite 505  
New York, NY 10001

**Re: Aspen Group, Inc.**  
**Registration Statement on Form S-3**  
**Filed December 18, 2020**  
**File No. 333-251459**

Dear Mr. Mathews:

This is to advise you that we have not reviewed and will not review your registration statement.

Please refer to Rules 460 and 461 regarding requests for acceleration. We remind you that the company and its management are responsible for the accuracy and adequacy of their disclosures, notwithstanding any review, comments, action or absence of action by the staff.

Please contact Cara Wirth at (202) 551-7127 with any questions.

Sincerely,

Division of Corporation Finance  
Office of Trade & Services

cc: Michael D. Harris, Esq.