

## FORM D

Notice of Exempt  
Offering of SecuritiesUNITED STATES SECURITIES  
AND EXCHANGE COMMISSION  
Washington, D.C.

## OMB APPROVAL

OMB Number: 3235-0076

Expires: June 30, 2012

Estimated Average burden hours  
per response: 4.0

## 1. Issuer's Identity

CIK (Filer ID Number)

0001487198

Name of Issuer

ASPEN GROUP, INC.

Previous Name(s)

☐ NoneElite Nutritional Brands,  
Inc.

Hidden Ladder, Inc.

Entity Type

☒ Corporation☐ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☐ OtherJurisdiction of  
Incorporation/Organization

DELAWARE

Year of Incorporation/Organization

☐ Over Five Years Ago☒ Within Last Five Years  
(Specify Year)

2010

☐ Yet to Be Formed

## 2. Principal Place of Business and Contact Information

Name of Issuer

ASPEN GROUP, INC.

Street Address 1

720 S. Colorado Blvd.

Street Address 2

Suite 1150N

City

Denver

State/Province/Country

COLORADO

ZIP/Postal Code

80246

Phone No. of Issuer

646-450-1843

## 3. Related Persons

Last Name

Mathews

First Name

Michael

Middle Name

Street Address 1

224 West 30th Street

Street Address 2

Suite 604

City

New York

State/Province/Country

NEW YORK

ZIP/Postal Code

10001

Relationship:

☒

Executive Officer

☒

Director

☐

Promoter

Clarification of Response (if Necessary)

Chief Executive Officer

Last Name

Scheibelhoffer

First Name

John

Middle Name

Street Address 1

838 Scioto Dr.

Street Address 2

City	State/Province/Country	ZIP/Postal Code	
Franklin Lakes	NEW JERSEY	07417	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

---

Last Name	First Name	Middle Name	
D'Anton	Michael		
Street Address 1	Street Address 2		
14 Sheep Rock Rd.			
City	State/Province/Country	ZIP/Postal Code	
Kinnelon	NEW JERSEY	07465	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

---

Last Name	First Name	Middle Name	
Schneier	Paul		
Street Address 1	Street Address 2		
12 High Point Dr.			
City	State/Province/Country	ZIP/Postal Code	
Springfield	NEW JERSEY	07801	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

---

Last Name	First Name	Middle Name	
Pasi	David		
Street Address 1	Street Address 2		
26 Hunter Trail			
City	State/Province/Country	ZIP/Postal Code	
Warren	NEW JERSEY	07059	
Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
Clarification of Response (if Necessary)			

---

Last Name	First Name	Middle Name	
Powers	Brad		
Street Address 1	Street Address 2		

224 West 30th Street	Suite 604
----------------------	-----------

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10001

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
---------------	---	-----------------------------------	-----------------------------------

Clarification of Response (if Necessary)

Chief Marketing Officer
-------------------------

Last Name	First Name	Middle Name
Jensen	C.	James

Street Address 1	Street Address 2
650 Bellevue Way NE	No. 3704

City	State/Province/Country	ZIP/Postal Code
Bellevue	WASHINGTON	98004

Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
---------------	--	--	-----------------------------------

Clarification of Response (if Necessary)

--

Last Name	First Name	Middle Name
Garrity	David	

Street Address 1	Street Address 2
224 West 30th Street	Suite 604

City	State/Province/Country	ZIP/Postal Code
New York	NEW YORK	10001

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
---------------	---	-----------------------------------	-----------------------------------

Clarification of Response (if Necessary)

Chief Financial Officer
-------------------------

Last Name	First Name	Middle Name
Williams	Gerald	

Street Address 1	Street Address 2
720 S. Colorado Blvd.	Suite 1150N

City	State/Province/Country	ZIP/Postal Code
Denver	COLORADO	80265

Relationship:	<input checked="" type="checkbox"/> Executive Officer	<input type="checkbox"/> Director	<input type="checkbox"/> Promoter
---------------	---	-----------------------------------	-----------------------------------

Clarification of Response (if Necessary)

President
-----------

Last Name	First Name	Middle Name
Siegel	Angela	

Street Address 1

720 S. Colorado Blvd.

Street Address 2

Suite 1150N

City

Denver

State/Province/Country

COLORADO

ZIP/Postal Code

80265

Relationship:



Executive Officer



Director



Promoter

Clarification of Response (if Necessary)

Executive VP Marketing

Last Name

Rich

First Name

Sanford

Middle Name

Street Address 1

26 Beach Drive

Street Address 2

City

Darien

State/Province/Country

CONNECTICUT

ZIP/Postal Code

06820

Relationship:



Executive Officer



Director



Promoter

Clarification of Response (if Necessary)

## 4. Industry Group

☐ Agriculture

**Banking & Financial Services**

☐ Commercial Banking

☐ Insurance

☐ Investing

☐ Investment Banking

☐ Pooled Investment Fund

☐ Other Banking & Financial

☐ Services

☐ Business Services

**Energy**

☐ Coal Mining

☐ Electric Utilities

☐ Energy Conservation

☐ Environmental Services

☐ Oil & Gas

☐ Other Energy

**Health Care**

☐ Biotechnology

☐ Health Insurance

☐ Hospitals & Physicians

☐ Pharmaceuticals

☐ Other Health Care

☐ Manufacturing

**Real Estate**

☐ Commercial

☐ Construction

☐ REITS & Finance

☐ Residential

☐ Other Real Estate



**Retailing**



**Restaurants**

**Technology**



Computers



Telecommunications



Other Technology

**Travel**



Airlines & Airports



Lodging & Conventions



Tourism & Travel Services



Other Travel



**Other**

## 5. Issuer Size

**Revenue Range**



No Revenues



\$1 - \$1,000,000



\$1,000,001 - \$5,000,000



\$5,000,001 - \$25,000,000

**Aggregate Net Asset Value Range**



No Aggregate Net Asset Value



\$1 - \$5,000,000



\$5,000,001 - \$25,000,000



\$25,000,001 - \$50,000,000

- |   |   |
|---|---|
| <input type="checkbox"/> \$25,000,001 - \$100,000,000 | <input type="checkbox"/> \$50,000,001 - \$100,000,000 |
| <input type="checkbox"/> Over \$100,000,000           | <input type="checkbox"/> Over \$100,000,000           |
| <input type="checkbox"/> Decline to Disclose          | <input type="checkbox"/> Decline to Disclose          |
| <input type="checkbox"/> Not Applicable               | <input type="checkbox"/> Not Applicable               |

## 6. Federal Exemption(s) and Exclusion(s) Claimed (select all that apply)

- |  |  |
|--|--|
| <input type="checkbox"/> Rule 504(b)(1) (not (i), (ii) or (iii)) | <input type="checkbox"/> Rule 505                            |
| <input type="checkbox"/> Rule 504 (b)(1)(i)                      | <input checked="" type="checkbox"/> Rule 506                 |
| <input type="checkbox"/> Rule 504 (b)(1)(ii)                     | <input type="checkbox"/> Securities Act Section 4(6)         |
| <input type="checkbox"/> Rule 504 (b)(1)(iii)                    | <input type="checkbox"/> Investment Company Act Section 3(c) |

## 7. Type of Filing

- ☒ New Notice      Date of First Sale      **2012-03-15**      ☐ First Sale Yet to Occur
- ☐ Amendment

## 8. Duration of Offering

Does the Issuer intend this offering to last more than one year?      ☐ Yes      ☒ No

## 9. Type(s) of Securities Offered (select all that apply)

- |   |  |
|---|--|
| <input type="checkbox"/> Pooled Investment Fund Interests                               | <input type="checkbox"/> Equity  |
| <input type="checkbox"/> Tenant-in-Common Securities                                    | <input checked="" type="checkbox"/> Debt   |
| <input type="checkbox"/> Mineral Property Securities                                    | <input checked="" type="checkbox"/> Option, Warrant or Other Right to Acquire Another Security |
| Security to be Acquired Upon  |  |
| <input type="checkbox"/> Exercise of Option, Warrant or Other Right to Acquire Security | <input type="checkbox"/> Other (describe)  |

## 10. Business Combination Transaction

Is this offering being made in connection with a business combination transaction, such as a merger, acquisition or exchange offer?      ☐ Yes      ☒ No

Clarification of Response (if Necessary)

## 11. Minimum Investment

Minimum investment accepted from any outside investor      \$ **50000**      USD

## 12. Sales Compensation

Recipient      Recipient CRD Number      ☐ None

**Laidlaw & Company (UK) Ltd.**      **119037**

(Associated) Broker or Dealer      ☒ None      (Associated) Broker or Dealer CRD Number      ☒ None

Street Address 1

Street Address 2

90 Park Avenue

City

State/Province/Country

ZIP/Postal Code

New York

NEW YORK

10016

State(s) of Solicitation

☐ All States☐ Foreign/Non-US

NEW YORK

### 13. Offering and Sales Amounts

Total Offering Amount \$ 2000000 USD ☐ Indefinite

Total Amount Sold \$ 150000 USD

Total Remaining to be Sold \$ 1850000 USD ☐ Indefinite

Clarification of Response (if Necessary)

### 14. Investors

☐ Select if securities in the offering have been or may be sold to persons who do not qualify as accredited investors, Number of such non-accredited investors who already have invested in the offering

Regardless of whether securities in the offering have been or may be sold to persons who do not qualify as accredited investors, enter the total number of investors who already have invested in the offering:

2

### 15. Sales Commissions & Finders' Fees Expenses

Provide separately the amounts of sales commissions and finders' fees expenses, if any. If the amount of an expenditure is not known, provide an estimate and check the box next to the amount.

Sales Commissions \$ 200000 USD ☒ EstimateFinders' Fees \$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

The Company has agreed to pay Laidlaw a fee of 10% cash and 10% 5 year warrants except where securities are sold by officers where Laidlaw will get 5% cash and 5% 5 year warrants.

### 16. Use of Proceeds

Provide the amount of the gross proceeds of the offering that has been or is proposed to be used for payments to any of the persons required to be named as executive officers, directors or promoters in response to Item 3 above. If the amount is unknown, provide an estimate and check the box next to the amount.

\$ 50000 USD ☒ Estimate

Clarification of Response (if Necessary)

Signature and Submission

Please verify the information you have entered and review the Terms of Submission below before signing and clicking **SUBMIT** below to file this notice.

#### Terms of Submission

In submitting this notice, each Issuer named above is:

- Notifying the SEC and/or each State in which this notice is filed of the offering of securities described and undertaking to furnish them, upon written request, the information furnished to offerees.
- Irrevocably appointing each of the Secretary of the SEC and, the Securities Administrator or other legally designated officer of the State in which the Issuer maintains its principal place of business and any State in which this notice is filed, as its agents for service of process, and agreeing that these persons may accept service on its behalf, of any notice, process or pleading, and further agreeing that such service may be made by registered or certified mail, in any Federal or state action, administrative proceeding, or arbitration brought against it in any place subject to the jurisdiction of the United States, if the action, proceeding or arbitration (a) arises out of any activity in connection with the offering of securities that is the subject of this notice, and (b) is founded, directly or indirectly, upon the provisions of: (i) the Securities Act of 1933, the Securities Exchange Act of 1934, the Trust Indenture Act of 1939, the Investment Company Act of 1940, or the Investment Advisers Act of 1940, or any rule or regulation under any of these statutes, or (ii) the laws of the State in which the issuer maintains its principal place of business or any State in which this notice is filed.
- Certifying that the Issuer is not disqualified from relying on any Regulation D exemption it has identified in Item 6 above for one of the reasons stated in Rule 505(b)(2)(iii).

Each Issuer identified above has read this notice, knows the contents to be true, and has duly caused this notice to be signed on its behalf by the undersigned duly authorized person.

For signature, type in the signer's name or other letters or characters adopted or authorized as the signer's signature.

Issuer	Signature	Name of Signer	Title	Date
ASPEN GROUP, INC.	/s/ David Garrity	David Garrity	Chief Financial Officer	2012-03-23