

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

Previous Name(s)

☐ NoneElite Nutritional Brands,
Inc.

Hidden Ladder, Inc.

Entity Type

☒ Corporation☐ Limited Partnership☐ Limited Liability Company☐ General Partnership☐ Business Trust☐ Other

Name of Issuer

ASPEN GROUP, INC.

Jurisdiction 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 SOUTH COLORADO BOULEVARD

Street Address 2

SUITE 1150N

City

DENVER

State/Province/Country

COLORADO

ZIP/Postal Code

80246

Phone No. of Issuer

303-333-4224

3. Related Persons

Last Name

Mathews

First Name

Michael

Middle Name

Street Address 1

224 West 30th St.

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)

Last Name

Scheibelhoffer

First Name

John

Middle Name

Street Address 1

838 Scioto Drive

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 Road			
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 Drive			
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	
Rich	Sanford		
Street Address 1	Street Address 2		
26 Beach Drive			
City	State/Province/Country	ZIP/Postal Code	
Darien	CONNECTICUT	06820	
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	
Jensen	C.	James	
Street Address 1	Street Address 2		

650 Bellevue Way NE #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)		

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)		

Last Name	First Name	Middle Name
Siegel	Angela	
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)		

<input type="checkbox"/> Agriculture Banking & Financial Services <input type="checkbox"/> Commercial Banking <input type="checkbox"/> Insurance <input type="checkbox"/> Investing <input type="checkbox"/> Investment Banking <input type="checkbox"/> Pooled Investment Fund <input type="checkbox"/> Other Banking & Financial Services	<input type="checkbox"/> Health Care <input type="checkbox"/> Biotechnology <input type="checkbox"/> Health Insurance <input type="checkbox"/> Hospitals & Physicians <input type="checkbox"/> Pharmaceuticals <input type="checkbox"/> Other Health Care	<input type="checkbox"/> Retailing <input type="checkbox"/> Restaurants Technology <input type="checkbox"/> Computers <input type="checkbox"/> Telecommunications <input type="checkbox"/> Other Technology Travel <input type="checkbox"/> Airlines & Airports <input type="checkbox"/> Lodging & Conventions <input type="checkbox"/> Tourism & Travel Services <input type="checkbox"/> Other Travel
<input type="checkbox"/> Business Services Energy <input type="checkbox"/> Coal Mining <input type="checkbox"/> Electric Utilities <input type="checkbox"/> Energy Conservation <input type="checkbox"/> Environmental Services <input type="checkbox"/> Oil & Gas <input type="checkbox"/> Other Energy	<input type="checkbox"/> Manufacturing Real Estate <input type="checkbox"/> Commercial <input type="checkbox"/> Construction <input type="checkbox"/> REITS & Finance <input type="checkbox"/> Residential <input type="checkbox"/> Other Real Estate	<input checked="" type="checkbox"/> Other

5. Issuer Size

Revenue Range

- ☐ No Revenues
☐ \$1 - \$1,000,000
☐ \$1,000,001 - \$5,000,000
☒ \$5,000,001 - \$25,000,000
☐ \$25,000,001 - \$100,000,000
☐ Over \$100,000,000
☐ Decline to Disclose
☐ Not Applicable

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
☐ \$50,000,001 - \$100,000,000
☐ Over \$100,000,000
☐ Decline to Disclose
☐ 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 ☐ 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)

- ☐ Pooled Investment Fund ☐ Preferred

- ☐ Interests ☒ Equity
- ☐ Tenant-in-Common Securities ☐ Debt
- ☐ Mineral Property Securities ☒ Option, Warrant or Other Right to Acquire Another Security
- Security to be Acquired Upon
- ☐ Exercise of Option, Warrant or Other Right to Acquire Security ☐ 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 \$ USD

12. Sales Compensation

Recipient Recipient CRD Number ☐ None

(Associated) Broker or Dealer ☒ None

(Associated) Broker or Dealer CRD Number ☒ None

Street Address 1

Street Address 2

City

State/Province/Country

ZIP/Postal Code

State(s) of Solicitation

☐ All States

☐ Foreign/Non-US

13. Offering and Sales Amounts

Total Offering Amount \$ USD ☐ Indefinite

Total Amount Sold \$ USD

Total Remaining to be Sold \$ 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:

17

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	\$	59158	USD	<input type="checkbox"/> Estimate
Finders' Fees	\$	0	USD	<input type="checkbox"/> Estimate

Clarification of Response (if Necessary)

In addition to the above sales commissions, the placement agent is also entitled to five-year warrants to purchase 10% of the securities sold on the same terms as the warrants sold to investors in this offering.

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.

\$	0	USD	<input type="checkbox"/> Estimate
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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	2013-04-24