

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 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
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Relationship:	<input type="checkbox"/> Executive Officer	<input checked="" type="checkbox"/> Director	<input type="checkbox"/> Promoter
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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
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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
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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
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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
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Clarification of Response (if Necessary)

Last Name

Williams

First Name

Gerald

Middle Name

Street Address 1

720 S. Colorado Blvd.

Street Address 2

Suite 1150N

City

Denver

State/Province/Country

COLORADO

ZIP/Postal Code

80246

Relationship:



Executive Officer



Director



Promoter

Clarification of Response (if Necessary)

Last Name

Siegel

First Name

Angela

Middle Name

Street Address 1

720 S. Colorado Blvd.

Street Address 2

Suite 1150N

City

Denver

State/Province/Country

COLORADO

ZIP/Postal Code

80246

Relationship:



Executive Officer



Director



Promoter

Clarification of Response (if Necessary)

Last Name

Matte

First Name

Michael

Middle Name

Street Address 1

224 Bloomfield Drive

Street Address 2

City

West Palm Beach

State/Province/Country

FLORIDA

ZIP/Postal Code

33405

Relationship:



Executive Officer



Director



Promoter

Clarification of Response (if Necessary)

Last Name

Garrity

First Name

David

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)

4. Industry Group

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

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 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 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: 1

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 ☐ Estimate
 Finders' Fees \$ 0 USD ☐ Estimate

Clarification of Response (if Necessary)

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 ☐ 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/ Michael Matte	Michael Matte	Chief Financial Officer	2013-10-08

