
**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **December 4, 2013**

ASPEN GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State or Other Jurisdiction
of Incorporation)*

000-55107
*(Commission
File Number)*

27-1933597
*(I.R.S. Employer
Identification No.)*

720 South Colorado Boulevard, Suite 1150N, Denver, CO 80246
(Address of Principal Executive Office) (Zip Code)

(303) 333-4224
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- ☐ Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- ☐ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 7.01 Regulation FD Disclosure.

On December 4, 2013, Michael Mathews, the Chief Executive Officer and Chairman of Aspen Group, Inc. (the “Company”), gave a presentation at the LD Micro Conference. The PowerPoint presentation which was displayed at the meeting is furnished as Exhibit 99.1. The Exhibit shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
<u>99.1</u>	Investor Presentation



SIGNATURES

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.

ASPEN GROUP, INC.

Date: December 4, 2013

By: /s/ Michael Matte

Name: Michael Matte

Title: Chief Financial Officer



ASPEN GROUP, INC.

OTCBB: ASPU
LD Micro Conference
December 4, 2013

SAFE HARBOR STATEMENT

Certain statements in this presentation and responses to various questions include forward-looking statements including statements regarding our strategic plans for 2013 and 2013 through 2015 projections. The words “believe,” “may,” “estimate,” “continue,” “anticipate,” “intend,” “should,” “plan,” “could,” “target,” “potential,” “is likely,” “will,” “expect” and similar expressions, as they relate to us, are intended to identify forward-looking statements. We have based these forward-looking statements largely on our current expectations and projections about future events and financial trends that we believe may affect our financial condition, results of operations, business strategy and financial needs. Important factors that could cause actual results to differ from those in the forward-looking statements include competition, ineffective media and/or marketing, failure to maintain growth in degree seeking students, and

Regulation G - Non-GAAP Financial Measures

SEC includes the following information on our risk factors is contained in our filings with the SEC, including the Prospectus dated August 8, 2013. Any forward-looking statement made by us herein speaks only as of the date of this presentation. A reconciliation to the comparable GAAP financial measure is provided at the end of this presentation. The Company uses this financial measure or measures that could cause our actual results to differ may emerge from time to time, and it is not possible for us to predict all of them. We undertake no obligation to publicly update any forward-looking statement, whether as a result of new information, future operational decision making and as a means to evaluate period-to-period comparison. The Company presents this non-GAAP financial measure as defined by SEC. Acceptance is required by continuing operations before interest expense, income taxes, depreciation and amortization of non-cash stock-based compensation. The Company excludes stock-based compensation and other interested parties in the evaluation of companies in our industry. This non-GAAP financial measure should not be considered as an alternative to net income, operating income, cash flow from operating activities, as a measure of liquidity or any other financial measure. It may not be indicative of the historical operating results of the Company nor is it intended to be predictive of potential future results. Investors should not consider this non-GAAP financial measure in isolation or as a substitute for performance measures calculated in accordance with GAAP.

THE HIGHER EDUCATION SECTOR IS B

- >\$1.2 Trillion Federal Student Loan Debt
 - The U.S. Census Bureau found that the average student loan amount jumped 82 percent to \$27,547 between 1993 and 2011.
- Tuition rates have risen over 500% since 1980's
- Among all full-time students attending four-year programs
 - at for-profit schools, only about 22 percent can expect to graduate in six years*
- At 44% of all for-profit schools, the odds are a student will default rather than graduate**

OTCBB:APEN



*<http://www.edtrust.org/dc/press-room/news/broken-promises-for-profit-colleges-fail-our-students>

**http://www.edtrust.org/sites/default/files/publications/Defaults_CYCT-F_JULY.pdf

COMPETITORS' EXPOSURE TO TITLE IV

90/10 RULE (ASPEN CURRENTLY AT 86%)

Company	School	Title IV %	Year	School Type
BridgePoint Education	BPI	86%	2012	Online
Grand Canyon Education	LOPE	80%	2012	
Capella Education	CPLA	79%	2012	
American Public Education	APEI	42%	2011	
Apollo Group	APOL	84%	2012	Hybrid
DeVry University	DV	81%	2011	
Career Education	CECO	80%	2012	
Corinthian Colleges	COCO	86%	2012	Vocational
ITT Educational Services	ESI	80%	2012	
Median (all companies)		80%		

OTCBB: ASPU



Source: BMO Capital Markets, 4/15/13

*Based on recently filed 10/31/13 GAGAS DOE Audit

ASPEN UNIVERSITY SNAPSHOT

- Nationally Recognized & Accredited Online University

- 65 Degree programs

- Doctorate, Master, Bachelor, Associate, Certificates



- MBA and MSN programs are key to future growth

- DOE Title IV Provisional Status

- Tuition is ~50% lower than online competitors

OTCBB: ASPU



- 2,171 FT degree seeking students as of end October, 2013

- 86% of F-T Degree Seeking Student Body are Graduate students

ASPEN'S METRICS AMONG BEST IN INDUSTRY

Year-End 2012 Data

- Exceptional adjunct faculty: 61% hold a Doctorate
- High course completion rates: 90%*
- High Student Satisfaction Rates: 95%*
- Strong graduation rates: 58%
- Among highest graduate employment rates: 91%
- Among lowest tuition rates in the For-Profit education sector
- Lowest % of Title IV revenues in the sector: 26%
 - Peers averaging 85%



OTCBB: ASPU

*Among top 10 most popular courses

ASPEN UNIVERSITY MISSION

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Build the First-Ever 'Cash-Based' University

-Keep tuition rates low enough to 'pay-as-you-go'

Mission is for students to achieve an ROI from their educational investment

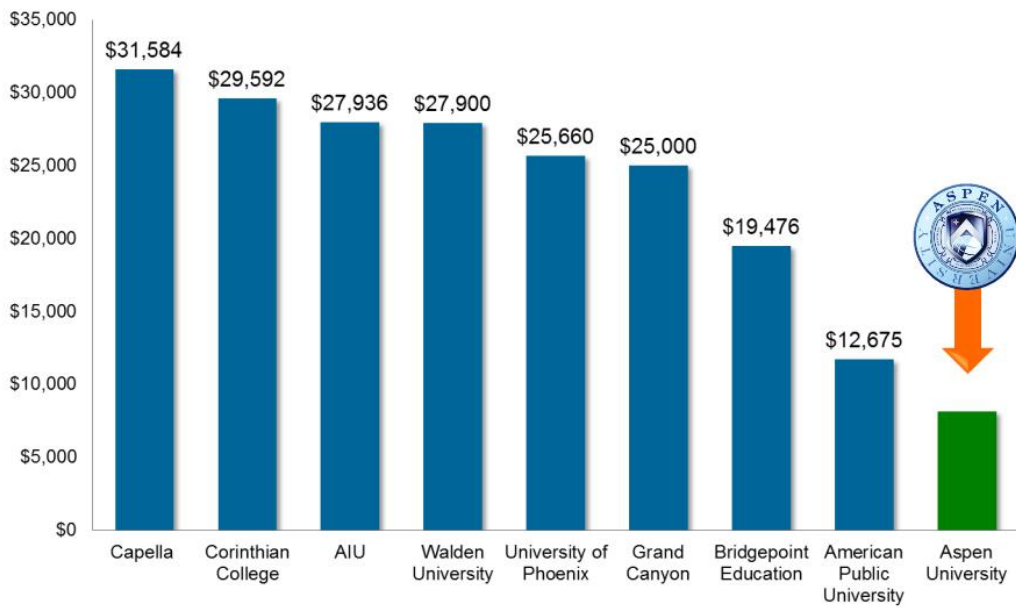
ROI Formula:

Total Cost of Aspen Program
Additional Compensation Earned
Since Graduation



OTCBB: ASPU

WORLD-CLASS MBA PROGRAM AT AFFORDABLE PRICE



\$12,000*

OTCBB: ASPU



*Effective June 1, 2013

ASPEN'S NURSING PROGRAM: AN ROI STORY

Aspen offers RNs the ability to obtain an MSN for less than

\$20,000:

- RNs begin with 7-course RN-to-MSN Bridge Program for \$7,200

- Thereby bypassing requirement for BSN degree

- Upon Bridge Program completion, matriculate to 12-course MSN

- Program for \$12,000

- Compensation for Nurses is defined state-by-state; studies indicate that

- Nurses with an MSN earn between \$30K - \$90K more annually than

- Grew from 8% to 28% of Aspen's full-time, degree-seeking RNs

ORCBB: ASFU

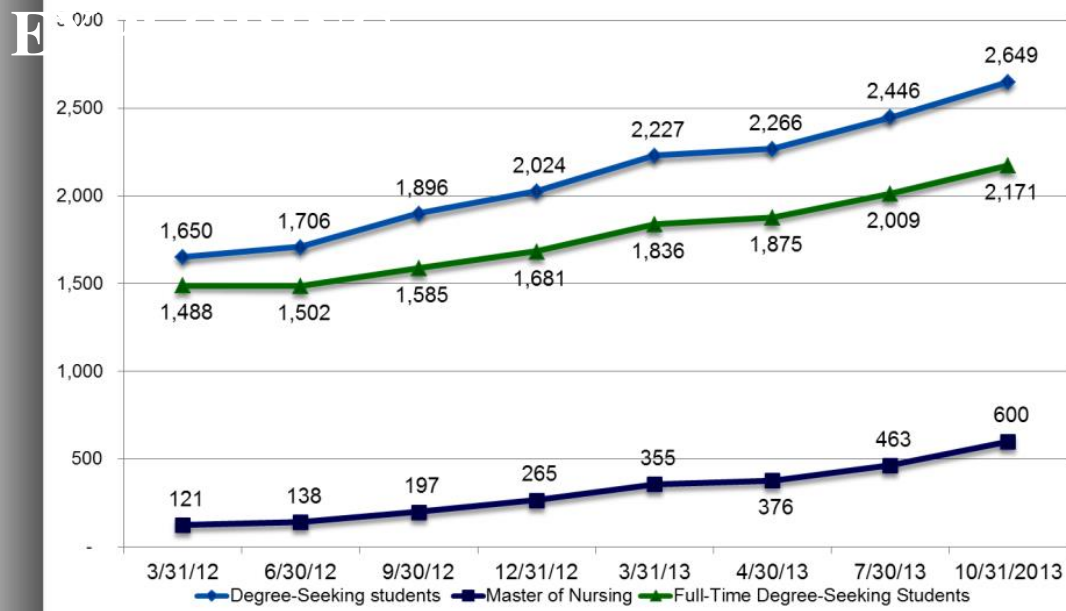
student body

over the past 18 months



*Not including part-time students

STUDENT ENROLLMENT TRENDS: ASPEN'S NURSING PROGRAM



OTCBB: ASPU



FY'Q2 (October 31) Quarterly Operating Metrics -

Business History

	<u>10/31/2012</u>	<u>7/31/2013</u>	<u>10/31/2013</u>
Class Starts (Quarter)*	1,109	1,006	1,264
Average Tuition Per Start*	\$ 601	\$ 705	\$ 755
Enrollments (Quarter)	232	266	295
Cost Per Enrollment (Qtr. Avg.)	\$ 948	\$ 916	\$ 850

□ Average tuition up 26% y/o/y, class starts up 14% y/o/y

□ Cost per enrollment has dropped to \$850

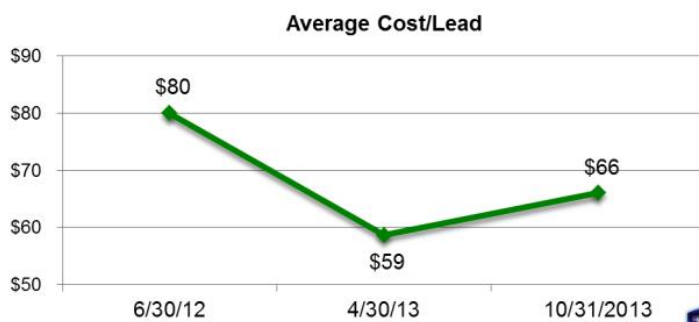


OTCBB: ASPO

*GAAP revenues recognized over 10-week term (or 16-week term for FA students)

DECLINING STUDENT ENROLLMENT

COSTS



OTCBB: ASPU



HOW DOES ASPEN DO IT?

Aspen offers world class education at half the cost of its

competitors; Committed to cash-based, pay-as-you-go

education

- ▢ Management's expertise in internet marketing and lead generation

- ▢ While competitors outsource lead-gen, Aspen does it all in house

- ▢ Cost per enrollment was \$850 in Q2 of FY 2014

- ▢ Leads are higher quality, committed students who graduate and

- ▢ the vast majority are currently employed.
- ▢ Aspen passes on cost savings to students.



OTCBB: ASPU

- ▢ Monthly Installment programs make already low tuition more

- ▢ affordable
- ▢ Make three \$333.33 monthly tuition payments during each 10-week class

FY 2015 PROJECTIONS (4/30 Fiscal)

	Q1 FY'15	Q4 FY'15
F-T Degree Students	2,600	4,000
Total Student Body	3,700	5,200
Adjusted EBITDA*	~B/E	~15%

□ Aspen expects to break even on an Adjusted EBITDA* basis when the

full-time degree-seeking student body reaches ~2,600

□ At 4,000 full-time degree-seeking students, Aspen expects to generate

~15% Adjusted EBITDA profit margin

*Adjusted EBITDA excludes preferred dividends, interest expense, income taxes, collateral valuation adjustment, bad debt expense, depreciation and amortization, and amortization of stock-based compensation.

EQUITY SNAPSHOT

As of 11/29/13

Ticker on OTCQB:	ASPU
Share Price:	\$0.20
52 Week Range:	\$0.18 - \$0.51
Market Cap:	\$11.8 Million
Shares Outstanding :	59.2 Million
Mgmt & BOD Ownership:	20%
P/S:	4.8
P/E:	N/A

OTCBB: ASPU





ASPEN GROUP, INC.

QUESTIONS & ANSWERS

