
**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): **November 20, 2015**

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.)*

1660 South Albion Street, Suite 525, Denver, CO 80222
(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 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On November 20, 2015, Aspen Group, Inc. (the “Company”) amended the Company’s 2012 Equity Incentive Plan (the “Plan”) to increase the number of authorized shares under the Plan by 4 million shares to a total of 20.3 million shares.

In addition, on November 20, 2015, as compensation for their services on a special committee of the Board of Directors, the Company granted 250,000 five-year stock options (exercisable at \$0.165 per share) to each of C. James Jensen, Andrew Kaplan and Rick Solomon. The options vest in three equal annual increments with the first vesting date being one year from the grant date, subject to continued service as a director on each applicable vesting date.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

| <u>Exhibit No.</u> | <u>Exhibit</u> |
|--------------------|---|
| <u>10.1</u> | Amendment to the 2012 Equity Incentive Plan |

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: November 27, 2015

By: /s/ Michael Mathews

Name: Michael Mathews

Title: Chief Executive Officer

**Amendment No. 6 to the
Aspen Group, Inc.
2012 Equity Incentive Plan**

This Amendment No. 6 to the 2012 Equity Incentive Plan (the “Plan”) amends the number of shares authorized under the Plan by deleting 16,300,000 from Section 4 and replacing it with 20,300,000.