
**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): **April 7, 2017**

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))
-
-


Item 8.01 Other Events

On April 10, 2017, Aspen Group, Inc. (the “Company”) issued a press release (the “Press Release”) announcing the closing of a \$7.5 million private placement on April 7, 2017. The full text of the Press Release is furnished as Exhibit 99.1 hereto and shall not be deemed to be incorporated by reference in the filings of the registrant under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
<u>99.1</u>	Press release dated April 10, 2017



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.

April 10, 2017

By: /s/ Michael Mathews

Name: Michael Mathews

Title: Chief Executive Officer



FOR IMMEDIATE RELEASE: April 10, 2017

Aspen Group, Inc. Announces Closing of \$7.5 Million Equity Financing

NEW YORK, NY—April 10, 2017 - Aspen Group, Inc. (OTCQB: ASPU), a postsecondary education company, announced today the closing of a \$7.5 million common stock private placement to institutional and accredited investors.

New and existing shareholders participating in the offering included Kinderhook Partners, Alvin Fund, Goudy Park Capital, Unterberg Capital, P.A.W. Capital Partners, Director Malcolm F. MacLean IV, among others.

The company intends to utilize the proceeds for working capital purposes, to repay all its existing long-term outstanding debt including the retirement of its \$3 million revolving credit line, and to complete the acquisition of a regionally accredited for-profit university assuming it is consummated.

Chairman and CEO Michael Mathews commented, "This offering significantly improves our balance sheet, deleverages the company and increases our stockholders' equity by approximately \$6.9 million which satisfies Nasdaq's equity threshold requirement in anticipation of uplisting later this year. The stronger financial position also affords the management team the additional flexibility needed to capitalize on the existing opportunities that lie ahead and puts us in great position to execute on our long-term plan."

Lake Street Capital Markets acted as the sole placement agent for the offering.

About Aspen Group, Inc. (OTCQB: ASPU)

Aspen Group, Inc. is a post-secondary education company. Aspen University's mission is to offer any motivated college-worthy student the opportunity to receive a high quality, responsibly priced distance-learning education for the purpose of achieving sustainable economic and social benefits for themselves and their families. Aspen is dedicated to providing the highest quality education experiences taught by top-tier faculty; 57% of Aspen University's faculty hold doctoral degrees. To learn more about Aspen, visit www.aspen.edu.

Media Contact:

Aspen Group, Inc.
Michael Mathews, CEO
914-906-9159