
**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): **May 24, 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐

If an emerging growth company, indicate by checkmark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐

Item 8.01 Other Information.

Effective May 24, 2017, Aspen Group, Inc. (the “Company”) entered into waiver agreements with all of the investors in the April 2017 common stock offering. In consideration for waiving their registration rights under those certain Registration Rights Agreements dated April 17, 2017, the Company paid to each of the investors 1.5% of their investment amount in the offering (a total of \$112,500).

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit

No.	Exhibit
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<u>10.1</u>	Form Waiver of Registration Rights
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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: May 30, 2017

By: /s/ Michael Mathews

Name: Michael Mathews

Title: Chief Executive Officer

[Aspen Letterhead]

May 9, 2017

[Investor Address]

Re: Waiver of Registration Rights

Dear _____:

This letter agreement documents our understanding regarding the waiver of your registration rights under that certain Registration Rights Agreement (the "Agreement") between each of the Purchasers (as defined therein) and Aspen Group, Inc. (the "Company"). In accordance with Section 6(f) of the Agreement, the Agreement may be amended and the obligations and rights may be waived if Holders of more than 67% or more of the securities issued in the April 17, 2017 offering (the "April Offering") agree in writing to such amendment or waiver.

In consideration for the payment to me by the Company of 1.5% of my investment in the April Offering and other good and valuable consideration which is hereby acknowledged, I hereby agree to waive all registration rights with respect to the securities I purchased in the April Offering subject to the Company obtaining identical waivers by Holders (inclusive of the securities held by me) of more than 67% of the securities issued in the April Offering. After receipt of the payment and the requisite waivers, I hereby acknowledge that I will have no further rights under the Agreement.

If you agree to the foregoing, please sign below.

ASPEN GROUP, INC.

Michael Mathews, Chief Financial Officer

I hereby agree to the foregoing.

