

**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): **July 6, 2022**

**ASPEN GROUP, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or Other Jurisdiction  
of Incorporation)*

**001-38175**  
*(Commission  
File Number)*

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

**276 Fifth Avenue, Suite 505, New York, NY 10001**  
*(Address of Principal Executive Office) (Zip Code)*

**(646) 448-5144**  
*(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))

Securities registered pursuant to Section 12(b) of the Act:

Title of each class	Trading Symbol(s)	Name of each exchange on which registered
Common Stock, \$0.001 par value	ASPU	The Nasdaq Stock Market (The Nasdaq Global Market)

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark 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 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.**

On July 6, 2022, in accordance with the recommendation from the Board of Directors and approval by the majority of the shares of Common Stock of Aspen Group, Inc. (the “Company”), the Company filed a Certificate of Amendment to the Certificate of Incorporation (the “Amendment”) with the Secretary of the State of the State of Delaware to increase the number of authorized shares of the Company’s Common Stock (the “Common Stock”) from 40,000,000 authorized shares to 60,000,000 authorized shares. The additional shares of Common Stock authorized by the Amendment has rights identical to the Company’s currently outstanding Common Stock. The Amendment became effective upon its filing with the Secretary of State of the State of Delaware.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the form thereof, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

At a Special Meeting of Stockholders (the “Special Meeting”) held on July 6, 2022, the Company’s stockholders were asked to vote upon the following proposals:

Proposal 1: amend the Certificate of Incorporation of the Company to increase the Company’s authorized shares of Common Stock from 40,000,000 to 60,000,000 shares.

Proposal 2: Adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of Proposal 1.

Set forth below are the results of the matters voted on at the Special Meeting:

Proposal 1 (Increase Authorized Common Stock). The stockholders approved Proposal 1 to increase the shares of Common Stock of the Company from 40,000,000 to 60,000,000 shares.

	For	Against	Abstain
	16,447,300	775,173	565,513

Proposal 2 (Adjournment). With the approval of Proposal 1, Proposal 2 was not voted on.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits

Exhibit No.	Description
3.1	<a href="#">Certificate of Amendment to Articles of Incorporation</a>
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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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: July 11, 2022

By: /s/ Michael Mathews

Name: Michael Mathews

Title: Chief Executive Officer

**CERTIFICATE OF AMENDMENT TO THE  
CERTIFICATE OF INCORPORATION  
OF  
ASPEN GROUP, INC.**

Pursuant to the provisions of Section 242 of the General Corporation Law of the State of Delaware, Aspen Group, Inc., a Delaware Corporation (the "Corporation"), in order to amend its Certificate of Incorporation, as amended, hereby certifies as follows:

FIRST: The name of the Corporation is Aspen Group, Inc.

SECOND: That the Board of Directors of the Corporation adopted resolutions setting forth a proposed amendment to the Corporation's Certificate of Incorporation, as amended, declaring said amendment to be advisable and in the best interests of the Corporation and its shareholders, and calling a meeting of the shareholders of the Corporation for consideration thereof. The resolution setting forth the proposed amendment is as follows:

RESOLVED, that the Board has determined it to be advisable and in the best interests of the Company and its shareholders to amend Section 4 of the Certificate of Incorporation, as amended, of the Company (the "Certificate of Incorporation") by replacing the first sentence of said Section with the following sentence:

The total number of shares of stock of all classes and series the Company shall have authority to issue is 61,000,000 shares consisting of (i) 60,000,000 shares of Common Stock, par value of \$0.001 per share and (ii) 1,000,000 shares of Preferred Stock, par value \$0.001 with such rights, preferences and limitations as may be set from time to time by resolution of the board of directors and the filing of a certificate of designation as required by the Delaware General Corporation Law.

THIRD: That thereafter, pursuant to resolution of the Board of Directors, a special meeting of the shareholders of the Corporation was duly called and held upon notice in accordance with Section 222 of the General Corporation Law of the State of Delaware at which meeting the necessary number of shares as required by statute were voted in favor of the amendment.

FOURTH: That said amendment was duly adopted in accordance with the provisions of Section 242 of the General Corporation Law of the State of Delaware.

IN WITNESS WHEREOF, the Corporation has caused this certificate to be signed this 6th day of July 2022.

ASPEN GROUP, INC.

By:



Michael Mathews  
Chief Executive Officer

State of Delaware  
Secretary of State

Division of Corporations  
Delivered 02:14 PM 07/06/2022  
FILED 02:14 PM 07/06/2022

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