

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G
(Amendment No. 1)*

Under the Securities Exchange Act of 1934

Aspen Group, Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

04530L203

(CUSIP Number)

December 31, 2022

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities and Exchange Act of 1934 (the "Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

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1 NAME OF REPORTING PERSONS
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Malcolm F. MacLean IV (1)

2 CHECK THE APPROPRIATE BOX IF MEMBER OF A GROUP

(a)

(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

USA

5 SOLE VOTING POWER

1,473,528 shares of common stock (2)

NUMBER OF
SHARES

6 SHARED VOTING POWER

0

BENEFICIALLY
OWNED BY

7 SOLE DISPOSITIVE POWER

EACH REPORTING

1,473,528 shares of common stock (2)

PERSON WITH

8 SHARED DISPOSITIVE POWER

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,473,528 shares of common stock (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

5.8% (3)

12 TYPE OF REPORTING PERSON

In – Individual

- (1) Malcom F. MacLean IV, who holds investment authority over various accounts (the “Managed Entities”).
 (2) The reporting person holds dispositive and voting power of the shares held by each of the Managed Entities.
 (3) Based on 25,459,308 shares of common stock outstanding as of December 31, 2022.
 (4) The reporting person has not acquired the securities with any purpose, or with the effect, of changing or influencing the control of the Issuer, or in connection with or as a participant in any transaction having that purpose or effect, including any transaction subject to Rule 13d-3(b), other than activities solely in connection with a nomination under Rule 14a-11.

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ITEM 1. SECURITY AND ISSUER.

(a) Name of Issuer:

Aspen Group, Inc.

(b) Address of Issuer’s Principal Executive Offices:

276 Fifth Avenue, Suite 505, New York, New York 10001

ITEM 2. IDENTITY AND BACKGROUND.

(a) Name of Person Filing:

Malcom F. MacLean IV, who holds investment authority over the Managed Entities.

(b) Address of Principal Business Office or, if none, Residence:

125 Gaither Drive, Suite L Mount Laurel, NJ 08054

(c) Citizenship:

United States Citizen.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

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ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO §§240.13D-1(B) OR 240.13D-2(B) OR (C), CHECK WHETHER THE PERSON FILING IS A:

Not applicable.

ITEM 4. OWNERSHIP.

- (a) The information required by Items 4(a)-(c) is set forth in Rows (5)-(9) and Row (11) of the cover page and is incorporated herein by reference.
- (b) The percentage set forth on Row (11) of the cover page for the reporting person is based on 25,459,308 shares of common stock reported to be outstanding as of December 31, 2022.
- (c) Malcolm F. MacLean IV may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) 1,473,528 shares of common stock. To the extent Mr. MacLean IV is deemed to beneficially own such shares, Mr. MacLean IV disclaims ownership of these securities for all other purposes.
- (d) The reporting person is an indirect beneficial owner of 1,473,528 shares of common stock.

ITEM 5. OWNERSHIP OF 5 PERCENT OR LESS OF A CLASS.

Not applicable.

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY OR CONTROL PERSON.

Not applicable.

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP.

Not applicable.

ITEM 9. NOTICE OF DISSOLUTION OF GROUP.

Not applicable.

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ITEM 10. CERTIFICATION.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete, and correct.

February 14, 2023

By: /s/ Malcolm F. MacLean IV
Malcolm F. MacLean IV