

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM 12b-25

NOTIFICATION OF LATE FILING

SEC FILE NUMBER 001-38175  
CUSIP NUMBER 04530L203

(Check one):  Form 10-K  Form 20-F  Form 11-K  Form 10-Q  
 Form 10-D  Form N-SAR  Form N-CSR

For Period Ended: **April 30, 2023**

- Transition Report on Form 10-K  
 Transition Report on Form 20-F  
 Transition Report on Form 11-K  
 Transition Report on Form 10-Q  
 Transition Report on Form N-SAR

For the Transition Period Ended:

**Nothing in this form shall be construed to imply that the Commission has verified any information contained herein.**

If the notification relates to a portion of the filing checked above, identify the Item(s) to which the notification relates:

**PART I — REGISTRANT INFORMATION**

Aspen Group, Inc.  
**Full Name of Registrant**

276 Fifth Avenue, Suite 505

**Address of Principal Executive Office (Street and Number)**

New York, NY 10001  
**City, State and Zip Code**

**PART II — RULES 12b-25(b) AND (c)**

If the subject report could not be filed without unreasonable effort or expense and the registrant seeks relief pursuant to Rule 12b-25(b), the following should be completed.  
(Check box if appropriate)

- (a) The reason described in reasonable detail in Part III of this form could not be eliminated without unreasonable effort or expense;
- (b) The subject annual report, semi-annual report, transition report on Form 10-K, Form 20-F, Form 11-K, Form N-SAR or Form N-CSR, or portion thereof, will be filed on or before the fifteenth calendar day following the prescribed due date; or the subject quarterly report or transition report on Form 10-Q or subject distribution report on Form 10-D, or portion thereof, will be filed on or before the fifth calendar day following the prescribed due date; and
- (c) The accountant's statement or other exhibit required by Rule 12b-25(c) has been attached if applicable.

**PART III — NARRATIVE**

State below in reasonable detail the reasons why Form 10-K, 11-K, 20-F, 10-Q, N-SAR or the transition report portion thereof could not be filed within the prescribed time period.

Aspen Group, Inc. (the "Company") has filed a Form 15-12G with the Securities and Exchange Commission, which suspends the Company's duties to file reports under Sections 13 and 15(d) of the Securities Exchange Act of 1934, such as the Form 10-K for the fiscal year ended April 30, 2023. The Company plans to file the Annual Report on OTC Market. Due to an administrative issue, the Company is presently unable to file an extension form with OTC Markets. The Company is unable to file the Annual Report on OTC Markets in a timely manner since its auditors have not completed the audit. The Company expects to file the Annual Report for the fiscal year ended April 30, 2023 with OTC Markets on or prior the 15<sup>th</sup> calendar day following the prescribed due date of the Annual Report.

**Part IV - Other Information**

1. Name and telephone number of person to contact in regard to this notification

Michael D. Harris  
(Name)

(561)  
(Area Code)

471-3507  
(Telephone Number)

2. Have all other periodic reports required under Section 13 or 15(d) of the Securities Exchange Act of 1934 or Section 30 of the Investment Company Act of 1940 during the preceding 12 months or for such shorter period that the registrant was required to file such report(s) been filed? If answer is no, identify report(s).

Yes  No

3. Is it anticipated that any significant change in results of operations from the corresponding period for the last fiscal year will be reflected by the earnings statements to be included in the subject report or portion thereof?

Yes  No

If so, attach an explanation of the anticipated change, both narratively and quantitatively, and, if appropriate, state the reasons why a reasonable estimate of the results cannot be made.

The Company expects to report a net loss of approximately \$8.1 million versus a net loss of \$9,585,781 for the prior fiscal year.

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Aspen Group, Inc.  
(Name of Registrant as Specified in Charter)

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this notification to be signed on its behalf by the undersigned hereunto duly authorized.

Date: July 31, 2023

By: /s/ Michael Mathews

Michael Mathews

Title: Chief Executive Officer