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

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

(Print or Ty	pe Responses	•)												
1. Name and Address of Reporting Person * Alessi Robert			2. Issuer Name and Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU]				5	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner						
(Last) (First) (Middle) 276 FIFTH AVENUE, SUITE 505			3. Date of Earliest Transaction (Month/Day/Year) 08/12/2020					X Officer (give title below) Other (specify below) Chief Accounting Officer						
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
NEW YORK, NY 10001 (City) (State) (Zip)								uired, Disposed of, or Beneficially Owned						
		(
1.Title of S (Instr. 3)	(Instr. 3) Date		2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, i any (Month/Day/Year	(Instr. 8)	(A)	(A) or Disposed of (Instr. 3, 4 and 5)		(D) Beneficia Reported		nt of Securities ally Owned Following Transaction(s)		Ownership Form:	Beneficial
					Code	V Am	,	(A) or (D) I	Price	(Instr. 3 a	nd 4)		\ /	Ownership (Instr. 4)
Common	Stock (1)		08/12/2020		A		\ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \ \	` '		20,000),000 (2)		D	
	Report on a s	separate line for	r each class of secur	ities beneficially o	wned direc	Persons	who r				ction of int	ormation		1474 (9-02)
	Report on a s	separate line fo	Table II - 1	Derivative Securi	ties Acqui	Persons containe the form	who r d in th displa	his forn ays a c	n are urren ficially	not requ tly valid	ired to res		ss	1474 (9-02)
Reminder: I	•	•	Table II -	Derivative Securit	ties Acquir arrants, o	Persons containe the form red, Dispos ptions, con	who r d in th displa ed of, o	his forn ays a c or Bene le securi	n are urren ficially	not requ tly valid y Owned	ired to res	spond unle	ss	, ,
1. Title of Derivative Security (Instr. 3)	•	3. Transaction Date (Month/Day/)	Table II - 1 1 3A. Deemed Execution Da any	Derivative Securites, was a securites, was a securites, and securites, was a securite securites.	ties Acquir arrants, o	Persons contained the form red, Dispos ptions, con 6. Date E and Expir (Month/I	who r d in th displa ed of, overtible xercisa ration [his formays a coor Benerale securionable Date	ficially ficially ficially ficially 7. Tit Amou Unde Secur	not required the valid y Owned the and unt of orlying	OMB conf	spond unle	f 10. Ownersh Form of Derivativ Security Direct (I or Indire	11. Nature of Indire Beneficia Ownersh (Instr. 4)

Reporting Owners

D (1 0 N /	Relationships					
Reporting Owner Name / Address	Director	10% Owner	Officer	Other		
Alessi Robert 276 FIFTH AVENUE SUITE 505 NEW YORK, NY 10001			Chief Accounting Officer			

Signatures

/s/ Robert Alessi	08/13/2020
**Signature of Reporting Person	Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- Represents restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. The grant was exempt from Section 16(b) under the Securities Exchange Act of 1934 by virtue of Rule 16b-3 promulgated thereunder as it was approved by the compensation committee of the board of
- (1) directors of the Issuer. The restricted stock units vest in approximately equal annual increments over a three-year period from July 1, 2020, subject to continued service as an executive officer of the Company as of each applicable vesting date. In the event of a change of control of the Company, vesting will accelerate. Vested shares of common stock will be delivered to the Reporting Person upon the vesting of the restricted stock units. The restricted stock units were issued under the 2012 Equity Incentive Plan.
- (2) Does not include 20,000 restricted stock units previously granted on December 1, 2019.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.