

# FORM 4

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

OMB APPROVAL	
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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 Type Responses)

1. Name and Address of Reporting Person <b>Mathews Michael</b>			2. Issuer Name and Ticker or Trading Symbol <b>ASPEN GROUP, INC. [ASPU]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Executive Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>08/31/2020</b>					
276 FIFTH AVENUE, SUITE 505								
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
NEW YORK, NY 10001								
(City) (State) (Zip)			<b>Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned</b>					

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/31/2020		M		10,000	A	(1)	678,701	D	
Common Stock (2)	08/31/2020		F		4,440	D	(2)	674,261	D	
Common Stock	09/02/2020		M		25,000	A	(1)	699,261	D	
Common Stock (2)	09/02/2020		F		11,100	D	(2)	688,161	D	
Common Stock								8,334	I	Held in trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Restricted Stock Units	(3)	08/31/2020		M		10,000		(4)	(4)	Common Stock	10,000	\$ 0	90,000	D	
Restricted Stock Units	(3)	09/02/2020		M		25,000		(4)	(4)	Common Stock	25,000	\$ 0	65,000	D	

### Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mathews Michael 276 FIFTH AVENUE SUITE 505 NEW YORK, NY 10001	X		Chief Executive Officer	

### Signatures

/s/ Michael Mathews	09/02/2020
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 shares of common stock to be issued upon the vesting of restricted stock units ("RSUs") which vest in four years, subject to accelerated vesting upon the stock price closing at certain higher levels. The first target price was met as of August 31, 2020, and the second target price was met on September 2, 2020. See the Form 4 filed on February 5, 2020 for further details on the vesting target prices.
  - (1) The shares were surrendered upon vesting to pay the Reporting Person's estimated applicable federal, state and local income taxes, social security taxes and the additional Medicare surtax. The transactions were exempt from Section 16(b) under the Securities Exchange Act of 1934 by virtue of Rule 16b-3 promulgated thereunder as they were pre-approved by both the board of directors and the compensation committee of the board of directors of the Issuer.
  - (2) Each RSU represents a contingent right to receive one share of the Issuer's common stock.
  - (3) The RSUs were granted on February 4, 2020 and one-half will fully vest subject to the accelerated vesting on February 4, 2024.

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

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