## 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

e Responses	s)															
1. Name and Address of Reporting Person * Alessi Robert				2. Issuer Name and Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU]								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) 01/06/2021								X Office				pelow)
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)							Day/Year)		6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person  Form filed by More than One Reporting Person				
, icit, ivi	(State)	(Zip)			Tab	ole I - N	lon-	Deriv	ative S	ecurities	Acqui	red, Disp	osed of, or l	Beneficially	Owned	
1.Title of Security (Instr. 3)		ate	Execu any	Execution Date, it any	, if	Code (Instr. 8)				f (D) Beneficia Reported		ally Owned Following		Form:	Beneficial	
			(Mont		ear)	Code	e	V	Amount	(A) or (D)	Price	(Instr. 3 a	nd 4)			Ownership (Instr. 4)
Stock (1)	0	/06/2021				A		1	5,000	A	\$ 0	22,190	(2)		D	
							ired	l, Disp	osed o	f, or Ben	eficiall			trol numbe	r.	
2. Conversion or Exercise Price of Derivative Security		3A. Deemed Execution Day Year) any	te, if	4. Transaction Code		5. Number of		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Ti Amo Unde Secu	ount of erlying rities r. 3 and	Derivative Security (Instr. 5)	Derivative Securities Beneficially Owned Following Reported	Owners Form of Derivati Security Direct ( or Indirect)	Beneficia Ownershi (Instr. 4)	
							1	Date	I	Expiration	1	Amount or Number				
	d Address of bert  H AVENUTE OF THE AVENUE OF THE AVENU	Stock (1)  2. Conversion or Exercise Price of Derivative  (First)  (Street)  (Street)  (Street)  (Street)  (State)  2. (No. (State)  2. (Month/Day/Yea	d Address of Reporting Person*bert  (First) (Middle)  H AVENUE, SUITE 505  (Street)  (Street)  (Street)  (State) (Zip)  Ecurity 2. Transaction Date (Month/Day/Year)  Stock (1) 01/06/2021  Report on a separate line for each class of security  Table II - 1  2. Conversion or Exercise Price of Derivative (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)	d Address of Reporting Person* bert  (First) (Middle) 3. Da 01/0 (Street)  4. If A  ORK, NY 10001 (State)  (State)  2. Transaction Date (Month/Day/Year)  Report on a separate line for each class of securities by  Table II - Deriva (e.g., p  OCONVERSION OT Exercise Price of Derivative  ASP  (Middle) 3. Da 01/0 4. If A  OT PRICE OF STATE OF STAT	d Address of Reporting Person* bert  2. Issuer Nam ASPEN GRO ASPEN GRO 3. Date of Earli 01/06/2021  4. If Amendme  RK, NY 10001  (State)  2. Transaction Date (Month/Day/Year)  Stock (1)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  Stock (1)  3. Date of Earli 01/06/2021  4. If Amendme Execution Date any (Month/Day/Year)  Table II - Derivative Secu (e.g., puts, calls, any (Month/Day/Year)  Transaction Date (Code (Instr. 8)	Address of Reporting Person 2. Issuer Name and ASPEN GROUD  (First) (Middle) 3. Date of Earliest TO 1/06/2021  (Street) 4. If Amendment, Execution Date (Month/Day/Year)  (Month/Day/Year) 2. Transaction Date (Month/Day/Year)  Stock (I) 01/06/2021  Table II - Derivative Securities beneficially own or Exercise Price of Derivative Security (Month/Day/Year) 3. Date of Execution Date, if any (Month/Day/Year) 4. If Amendment, Execution Date, if any (Month/Day/Year) 5. If Table II - Derivative Securities beneficially own (Month/Day/Year) 5. If Transaction Date is any (Month/Day/Year) 6. If Transaction Date	2. Issuer Name and Tick ASPEN GROUP, INC  (First) H AVENUE, SUITE 505  (Street)  (State)  (State)  (State)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Code (Instr.  Code (Instr.  C	2. Issuer Name and Ticker of ASPEN GROUP, INC. [	d Address of Reporting Person bert  (First) (Middle) (Mid	2. Issuer Name and Ticker or Trading Syntaster (First)  (First) (Street)  (Street)  (State)  2. Issuer Name and Ticker or Trading Syntaster (Month/Day/O1/06/2021  4. If Amendment, Date Original Filed(Month/Day/O1/06/2021  (State)  (Zip)  Table I - Non-Derivative Security  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  2. Transaction Date, if (Instr. 8)  (Instr. 3)  (Report on a separate line for each class of securities beneficially owned directly or indirectly or	Address of Reporting Person   bert   Circuity   Circu	2. Issuer Name and Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU]	Address of Reporting Person bert  ASPEN GROUP, INC. [ASPU]  (Street)  (Street)  (Strate)  (Instr. 3)  (Strate)  (Instr. 8)  (Instr. 3, 4 and 5)  (Instr. 3, 4 an	Address of Reporting Person bert  (First)  (Middle)  H AVENUE, SUITE 505  (Street)  (Street)  (State)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, Date (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Month/Day/Year)  (Stock (II)  (II)  (State)  (Zip)  Table I - Non-Derivative Securities Acquired, Disposed of, or Instantiant (A) or Disposed of (D) (Instr. 8)  (Month/Day/Year)  (Month/Day/Year)  (A) or Disposed of (D)  (Instr. 3, 4 and 5)  (Instr. 3, 5, 6 and 6, 6 and 6, 7 an	Aspending Person Aspending Person (Check all applic Director (Check all app	Address of Reporting Person   bert   ASPEN GROUP, INC. [ASPU]   S. Relationship of Reporting Person(s) to Issue (Check all applicable)   Director   (Check all applicable)

### **Reporting Owners**

D. d. O. N. d	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	01/06/2021
**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, which is comprised of two non-employee directors in accordance with Rule 16b-3(d). The restricted stock units shall vest in equal annual increments over a three-year period with the first vesting date one-year from December 1, 2020, subject to continued employment on each applicable vesting date. 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 2018 Equity Incentive
- (2) Does not include 20,000 restricted stock units previously granted on December 1, 2019 nor 20,000 restricted stock units previously granted on August 12, 2020.

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.