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

OMB APPROVAL OMB Number: 3235-0287 Estimated average burden hours per response... 0.5

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

| ses)   |  |  |  |  |  |  |  |  |   |  |   |  |   |  |  |  |
|--|--|--|--|--|--|--|--|--|---|--|---|--|---|--|--|--|
| 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 |  |   |  |  |  |
| (Clast) (First) (Middle) 276 FIFTH AVENUE, SUITE 505 (Street) NEW YORK, NY 10001 |  |  | Date of Earliest Transaction (Month/Day/Year)     10/14/2021      High Amendment, Date Original Filed(Month/Day/Year)  |  |  |  |  |  |   | X Officer (give title below) Other (specify below)  Chief Accounting Officer   |   |  |   |  |  |  |
|  |  |  |  |  |  |  |  |  | 6. Individual or Joint/Group Filing(Check Applicable Line)  Form filed by One Reporting Person Form filed by More than One Reporting Person   |  |   |  |   |  |  |  |
| (State)  | (Zip   | p)   |  |  | able   | I - Noi  | ı-Der  | ivative S  | Securitie   | es Acqu  | ired, Disp  | osed of, or l  | Beneficially (  | Owned  |  |  |
|  | Date   |  | Execu<br>any   | Execution Date, if   |  | Code<br>(Instr. 8)   |  |  |   | of (D)   | Beneficially Owned Following<br>Reported Transaction(s)                                     |  |   | Ownership<br>Form:   | Beneficial   |  |
|  |  |  | (Mont  | th/Day/Yea   |  | Code   | v  | Amount   | (A)<br>or<br>(D)  | Price  | (Instr. 3 a   | nd 4)  |   | or Indirect (I)  | direct (Instr. 4)  |  |
| )  | 10/14/20   | 021  |  |  |  | S  |  | 3,147  | D   | \$<br>5.52<br>(1)  | 52,376  | (2)  |   | D  |  |  |
|  | T  |  |  |  |  | require  | cont<br>the f  | tained in<br>form dis  | n this fo<br>splays a<br>of, or Be  | orm are<br>a curre<br>eneficial  | not requesting ntly valid   | uired to res   | spond unle  | ss   | (> %2)   |  |
| 3. Transaction Date (Month/Day/Yea of varive rity                                | YYear) Exec  | 3A. Deemed<br>Execution Da<br>any  | 4. Transaction Code Year) (Instr. 8)   |  | 5.   |  | 6. Date Exercisable and Expiration Date (Month/Day/Year)   |  | 7. T<br>Amo<br>Und<br>Seco  | ount of<br>lerlying<br>urities   |   | Derivative<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported         | Ownersl<br>Form of<br>Derivati<br>Security<br>Direct (I<br>or Indirect)   | Ownershi<br>(Instr. 4)   |  |  |
|  |  |  |  |  |  |  |  |  |   |  | Amount  |  |   |  |  |  |
| 2  | (Street)  7 10001 (State)  3. Transaction Date (Month/Day) | of Reporting Person*  (First) (Midd NUE, SUITE 505  (Street)  7 10001 (State) (Zi  2. Transact Date (Month/D  10/14/2)  a separate line for each class  T  T  a separate line for each class  (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year) | (First) (Middle) NUE, SUITE 505  (Street)  7 10001 (State) (Zip)  2. Transaction Date (Month/Day/Year)  10/14/2021  a separate line for each class of secur  Table II - I (Month/Day/Year)  3. Transaction Date (Month/Day/Year)  (Month/Day/Year) | of Reporting Person*  2. Is ASP  (First) (Middle) 3. Da 10/1  (Street) 4. If ASP  (Street) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Trable II - Deriva (e.g., page 18 any (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) 3. Transaction Date (Month/Day/Year) | of Reporting Person*  2. Issuer Name ASPEN GRO  (First) (Middle) 3. Date of Earlies 10/14/2021  (Street) 4. If Amendment  (T 10001  (State) (Zip) T  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  10/14/2021  a separate line for each class of securities beneficially of the Execution Date, if any (Month/Day/Year)  Table II - Derivative Securices, puts, calls, we have the Execution Date, if any (Month/Day/Year)  3. Transaction Date (Execution Date, if any (Month/Day/Year)  (Month/Day/Year)  3. Transaction Date (Instr. 8) | 2. Issuer Name and ASPEN GROUP,  (First) (Middle) 3. Date of Earliest Tra 10/14/2021  4. If Amendment, Date (State) (Zip) Table  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  10/14/2021  2. Transaction Date (Month/Day/Year) (Month/Day/Year)  2. If Amendment, Date (Execution Date, if any (Month/Day/Year) (Instr. 8)  Table II - Derivative Securities A (e.g., puts, calls, warra (Month/Day/Year) (Month/Day/Year) (Instr. 8)  Table II - Derivative Securities (Instr. 8)  3. Transaction Date (Month/Day/Year) (Month/Day/Year) (Instr. 8) | 2. Issuer Name and Ticker ASPEN GROUP, INC.  (First) (Middle) 3. Date of Earliest Transaction 10/14/2021  (Street) 4. If Amendment, Date Originary (Month/Day/Year)  2. Transaction Date (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)  Code  10/14/2021 S  Table II - Derivative Securities Acquired (e.g., puts, calls, warrants, op (Month/Day/Year) any (Month/Day/Year)  Table II - Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, and content of the con | 2. Issuer Name and Ticker or Transaction (Middle) (Middle) NUE, SUITE 505 (Street) 4. If Amendment, Date Original File (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Month/Day/Year) 3. Transaction Date, if any (Month/Day/Year) 2. Transaction Date, if any (Month/Day/Year) 3. Transaction Code (Instr. 8) (Code V Date (e.g., puts, calls, warrants, options of the file of the | 2. Issuer Name and Ticker or Trading Synaspen GROUP, INC. [ASPU]  (First) NUE, SUITE 505  (Street)  3. Date of Earliest Transaction (Month/Day 10/14/2021  4. If Amendment, Date Original Filed(Month 10/14/2021)  (State)  2. Transaction Date (Month/Day/Year)  2. Transaction Date (Instr. 8)  Code (Instr. 8)  Code (Instr. 8)  Persons where the form distributed in the form distributed of the form distributed of the contained in the form distributed (A) or Disposed of (D) (Instr. 3, acquired (A) or Disposed of (D) (D) (Instr. 3, acquired (A) or Disposed of (D) (D) (Instr. 3, acquired (A) or Disposed of (D) (D) (Instr. 3, acquired (A) or Disposed (D) | 2. Issuer Name and Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU]  (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) 10/14/2021  (Street) 4. If Amendment, Date Original Filed(Month/Day/Year) 2. Transaction Date (Month/Day/Year) 2. Transaction Date (Instr. 8) 3. Transaction (A) or Disposed of (D) (Month/Day/Year) 2. Table II - Derivative Securities Acquired, Disposed of ODate (Month/Day/Year) 3. Transaction Date (E.g., puts, calls, warrants, options, convertible securities (A) or Disposed of ODate (Month/Day/Year) (Month/Day/Year) 2. Derivative Securities Acquired (A) or Disposed of OD (Instr. 3, date (Month/Day/Year) 2. Derivative Securities Acquired (A) or Disposed of OD (D) (Instr. 3, date (Month/Day/Year) 2. Derivative Securities Acquired (A) or Disposed of OD (D) (Instr. 3, date (Month/Day/Year) 2. Derivative Securities Acquired (A) or Disposed of OD (D) (Instr. 3, date (Month/Day/Year) 2. Derivative Securities Acquired (A) or Disposed of OD (D) (Instr. 3, date (Month/Day/Year) 2. 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Issuer Name and Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU]  (First) (Middle) (Street) (July 2021  4. If Amendment, Date Original Filed(Month/Day/Year) July 2. Transaction Date (Month/Day/Year)  2. Transaction Date (Month/Day/Year)  10/14/2021  3. Date of Earliest Transaction (Month/Day/Year)  4. If Amendment, Date Original Filed(Month/Day/Year)  Table I - Non-Derivative Securities Acquired, Disposed of, or I  Code (Instr. 8)  10/14/2021  3. Transaction Date (Month/Day/Year)  Aseparate line for each class of securities beneficially owned directly or indirectly.  Table II - Derivative Securities Acquired, Disposed of (D) Code (Instr. 3, 4 and 5)  Persons who respond to the collection of indicontained in this form are not required to reight form displays a currently valid OMB con  Table II - Derivative Securities Acquired, Disposed of (D) Code (Instr. 3, 4 and 5)  Persons who respond to the collection of indicontained in this form are not required to reight form displays a currently valid OMB con  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Ag.) or Underlying Securities Acquired (Month/Day/Year)  (Month/Day/Year)  3. Transaction Code (Instr. 3)  Persons who respond to the collection of indicontained in this form are not required to reight form displays a currently valid OMB con  Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (Ag.) or Disposed of (D) Underlying Securities Acquired (Month/Day/Year)  (Month/Day/Year)  As Price of Chief | 2. Issuer Name and Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU]   S. Relationship of Reporting Person (Check all applice of Chief Accounting. | Securities   Sec |  |

|  | Reporting Owner Name /<br>Address                                    | Relationships |              |                          |       |  |  |  |  |
|--|--|---------------|--------------|--------------------------|-------|--|--|--|--|
|  |  | Director      | 10%<br>Owner | Officer                  | Other |  |  |  |  |
|  | Alessi Robert<br>276 FIFTH AVENUE<br>SUITE 505<br>NEW YORK, NY 10001 |               |              | Chief Accounting Officer |       |  |  |  |  |

# **Signatures**

| /s/ Robert Alessi               | 10/15/2021 |  |
|---------------------------------|------------|--|
| **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).
- The price reported in Column 4 is a weighted average price. These shares were sold to cover tax obligations resulting from the vesting of restricted stock units. The shares were sold in multiple transactions at prices ranging from \$5.52 to \$5.53, inclusive. The Reporting Person undertakes to provide to Aspen Group, Inc., any security holder of Aspen Group, Inc., or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the preceding sentence.
- Includes 13,333 shares of common stock issuable upon vesting of restricted stock units previously granted on December 1, 2019; 13,333 shares of common stock issuable (2) upon vesting of restricted stock units previously granted on August 12, 2020; and 15,000 shares of common stock issuable upon vesting of restricted stock units previously granted on January 6, 2021. It also includes 6,667 shares of common stock acquired from vested 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.