



September 27, 2012

Via E-mail

David Garrity  
Chief Financial Officer  
Aspen Group, Inc.  
720 South Colorado Boulevard, Suite 1150N  
Denver, CO 80246

**Re: Aspen Group, Inc.  
Form 8-K  
Filed March 19, 2012  
File No. 333-165685**

Dear Mr. Mathews:

We have completed our review of your filing. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the