UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 4, 2015

ASPEN GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware (State or Other Jurisdiction of Incorporation) 000-55107 (Commission File Number) 27-1933597 (I.R.S. Employer Identification No.)

720 South Colorado Boulevard, Suite 1150N, Denver, CO 80246 (Address of Principal Executive Office) (Zip Code)

(303) 333-4224

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:
□ Written communications pursuant to Rule 425 under the Securities A ct (17 CFR 230.425)
□ Soliciting material pursuant to Rule 14a-12 under the Exchange A ct (17 CFR 240.14a-12)
□ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange A ct (17 CFR 240.14d-2(b))
□ Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange A ct (17 CFR 240.13e-4(c))

I tem 1.01 Entry into a Material Definitive A greement

On March 4, 2015, Mr. Michael Mathews, the Chairman of the Board and Chief Executive Officer of A spen Group, Inc., extended the due dates of his three outstanding notes to July 31, 2016. Prior to the amendments, the outstanding notes had expiration dates of January 31, 2016. The securities were issued and sold in reliance upon the exemption from registration contained in Section 4(a)(2) of the Securities A ct of 1933 and Rule 506(b) promulgated thereunder.

I tem 3.02 Unregistered Sales of Equity Securities

The disclosure included under I tem 1.01 above is incorporated by reference herein.

Item 7.01 Regulation FD Disclosure

On March 10, 2015, Mr. Mathews will present at the 27th Annual Roth Conference in Dana Point, California. Mr. Mathews' presentation will include an overview of the Company's debtless education business model. A copy of the presentation is furnished as Exhibit 99.1 to this report

The information in I tem 7.01 of this report, including the information in the presentation attached as Exhibit 99.1 to this report, is furnished pursuant to I tem 7.01 of Form 8-K and shall not be deemed "filed" for the purposes of Section 18 of the Securities Exchange A ct of 1934 or otherwise subject to the liabilities of that section. Furthermore, the information in I tem 7.01 of this report, including the information in the presentation attached as Exhibit 99.1 to this report, shall not be deemed to be incorporated by reference in the filings of the registrant under the Securities A ct of 1933.

I tem 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No. Exhibit

99. 1 Presentation dated March 10, 2015























