

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

Date of Report (Date of earliest event reported):

(Exact name of registrant as specified in its ch(

On November 2, 2016, Aspen Group, Inc. (the “Company”) entered into a three-year Employment Agreement with Michael Mathews, the Company’s Chief Executive Officer, replacing his prior Employment Agreement which expired May 16, 2016.

In accordance with his Employment Agreement, Mr. Mathews receives an annual base salary of \$325,000 and will also be entitled to a cash and equity bonus (“Target Bonus”) if certain EBITDA milestones are met. The cash portion of the Target Bonus will only be earned if the Company has a certain cash balance to pay the Target Bonus. This provision is structured to exclude borrowings under the Company’s Line of Credit Agreement which are designed to meet the minimum cash requirement. Mr. Mathews may also receive a discretionary bonus at the discretion of the Company’s Board of Directors.

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: November 8, 2016

By: /s/ Michael Mathews

Name: Michael Mathews

Title: Chief Executive Officer