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CALCULATION OF REGISTRATION FEE

Proposed Maximum
Aggregate Offering Price Offering Price (1) (1)(2)(3) (5)

Common Stock, par value \$0.001 per share

Preferred Stock, par value \$0.0 0.001 per

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PART II

INFORMATION NOT REQUI 2

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Amendment No. 1 to the Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on March 16, 2021.

ASPEN GROUP, INC.

By: /s/ Michael Mathews

Michael Mathews Chief Executive Officer

Pursuant to the requirements of the Securities Act, this Amendment No. 1 to the Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signatures	Title	Date
/s/ Michael Mathews Michael Mathews	Chief Executive Officer (Principal Executive Officer), Director	March 16, 2021
/s/ Robert Alessi	ChiefdFinnancial Officer (Principal Financial Officer) and Chief Accounting Officer (Principal Accounting Officer)	

Consent of Independent Registered Public Accounting Firm

We hereby consent to the incorporation by reference in this Registration Statement on Form S-3, Pre-Effective Amendment No. 1 of Aspen Group, Inc. of our report dated July 7, 2020, on the consolidated financial statements of Aspen Group, Inc. as of April 30, 2020 and 2019 and for each of the two years in the period ended April 30, 2020, included in Form 10-K filed on July 7, 2020, as amended, and to the reference to our firm under the heading "Experts" in the prospectus.

/s/ Salberg & Company, P.A.

SALBERG & COMPANY, P.A. Boca Raton, Florida March 16, 2021