

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

(Print or Type Responses)

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) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (spec)
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* 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).

Represents restricted stock units. Each restricted stock unit represents a contingent right to receive one share of the Issuer's common stock. The grant was exempt from Section 16(b) under the Securities Exchange Act of 1934 by virtue of Rule 16b-3 promulgated thereunder as it was approved by the Compensation Committee of the Board of

(1) Directors of the Issuer, which is comprised of two non-employee directors in accordance with Rule 16b-3(d). Pursuant to the Reporting Person's Employment Agreement dated December 1, 2020 (the "Employment Agreement"), the Compensation Committee granted 15,000 restricted stock units on December 20, 2021, vesting over three years in accordance with the terms of the Employment Agreement. The Reporting Person, as of December 31, 2021, is an officer of the Issuer and is eligible to participate in the Issuer's standard Restricted Stock Unit Agreement.

The Compensation Committee also granted the Reporting Person pursuant to the Employment Agreement an amount of 15,000 restricted stock units on

(2)