



April 13, 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. Garrity:

We have reviewed your filing and have the following comments. In some of our comments, we may ask you to provide us with information so we may better understand your disclosure.

Please respond to this letter within ten business days by amending your filing, by providing the requested information, or by advising us when you will provide the requested response. If you do not believe our comments apply to your facts and circumstances or do not believe an amendment is appropriate, please tell us why in your response.

After reviewing any amendment to your filing and the information you provide in response to these comments, we may have additional comments.

General

1. Provide us with copies of any industry analysis that you cite or upon which you rely, including, but not limited to, market research data and surveys prepared the National Center for Education Statistics and Eduventures, Inc. Please highlight the specific portions that you are relying upon so that we can reference them easily.

Item 2.01 Completion of Acquisition or Disposition of Assets, page 2

2. Disclose any material relationships that existed between and among the company, your former principal stockholders, and the stockholders of Aspen University Inc. prior to the time of the reverse acquisition. Refer to Item 2.01(c) and (d) of Form 8-K. Revise your disclosure to explain how the parties were introduced and the reasons they decided to proceed with the transaction and this particular structure. Identify any third parties that played a material role in arranging or facilitating the transactions and disclose the

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benefits they received for their roles. Identify any promoters as required by Item 404(c) of Regulation S-K.

Competitive Strengths, page 6

3. We note your statement on page 7 that you



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as well and general and administrative costs for the year ended December 31, 2011.

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