"Mmm **UNITED STATES** SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934 (Amendment No. 1)

Aspen Group, Inc. (Name of Issuer)

Common Stock, \$0.001 Par Value Per Share (Title of Class of Securities)

04530L203

CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
TYPE OF REPORTING PERSON

CUSIP NO. 04530L203

	NAME OF REPORTING PERSON				
	CHECK THE	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP			
	SEC USE ON	LY			
	SOURCE OF	FUNDS			
	CHECK IF D	ISCLOSU	URE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)		
	CITIZENSHI	IP OR PL	ACE OF ORGANIZATION		
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON			SOLE VOTING POWER		
WITH			SHARED VOTING POWER		
			SOLE DISPOSITIVE POWER		
			SHARED DISPOSITIVE POWER		
	AGGREGAT	E AMOU	NT BENEFICIALLY OWNED BY EACH REPORTING PERSON		
CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES			REGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES		
	PERCENT O	F CLASS	REPRESENTED BY AMOUNT IN ROW (11)		
	TYPE OF RE	EPORTIN	G PERSON		

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Item 3. Source and Amount of Funds or Other Consideration		
Item 4. Purpose of Transaction		
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Item 5. Interest in Securities of the Issuer		
		
Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer		
item 6. Contracts, Arrangements, Understandings of Relationships with Respect to Securities of the Issuer	Ē	
Item 7. Material to Be Filed as Exhibits		
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Annex 1

Transactions by Calm Waters Partnership

Trade Date Activity Number of Shares Gross Price pnbo art"t"

"Fair Value"

ljustments to Exercise Price and Number of Shares Subject to Warr "Common Stock"	rant	
	rant	
	rant	
	rant	
"Common Stock"		
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8.	Charges, Taxes and Expenses
9.	Certain Notices to Holder
10.	No Rights as a Shareholder
11.	Additional Covenants of t

[Signature Page to Warrant]

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