UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 OR 15(d) of The Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): March 22, 2012

A spen Group, Inc.

(Exact name of registrant as specified in its charter)

| Delaware (State or other Jurisdiction of Incorporation) | 333-165685 (Commission File Number) | 27-1933597 (IRS Employer Identification No.) | | | | |
|---|--|---|--|--|--|--|
| 720 South Colorado Boulevard, Suit | e 1150N, | 80246 | | | | |
| D enver, C O (A ddress of principal executive off | ices) | (Zip Code) | | | | |
| Registrant's telephone number, including area code: (646) 450-1843 | | | | | | |
| Check the appropriate box below if the Form 8-K filing the following provisions: | is intended to simultaneously satis | fy the filing obligation of the registrant under any of | | | | |
| ☐ Written communications pursuant to Rule 425 under the Securities A ct (17 CFR 230.425) | | | | | | |
| ☐ Soliciting material pursuant to Rule 14a-12 under the Exchange A ct (17 CFR 240.14a-12) | | | | | | |
| ☐ Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange A ct (17 CFR 240.14d-2(b)) | | | | | | |
| ☐ Pre-commencement communications pursuant to Rul | e 13e-4(c) under the Exchange A c | t (17 CFR 240.13e-4(c)) | | | | |
| | | | | | | |

SIGNATURES

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

ASPEN GROUP, INC.

Date: March 23, 2012

By: /s/Michael Mathews

Name: Michael Mathews Title: Chief Executive Officer