



**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On November 20, 2015, Aspen Group, Inc. (the “Company”) amended the Company’s 2012 Equity Incentive Plan (the “Plan”) to increase the number of authorized shares under the Plan by 4 million shares to a total of 20.3 million shares.

In addition, on November 20, 2015, as compensation for their services on a special committee of the Board of Directors, the Company granted 250,000 five-year stock options (exercisable at \$0.165 per share) to each of C. James Jensen, Andrew Kaplan and Rick Solomon. The options vest in three equal annual increments with the first vesting date being one year from the grant date, subject to continued service as a director on each applicable vesting date.

**Item 9.01 Financial Statements and Exhibits.**

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
<a href="#"><u>10.1</u></a>	Amendment to the 2012 Equity Incentive Plan

## SIGNATURES

Pursuant to the requirements of the Securities Exchange Act 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: November 27, 2015

By: /s/ Michael Mathews

Name: Michael Mathews

Title: Chief Executive Officer

