

Item 3.02 Unregistered Sales of Equity Securities

On June 24, 2016, Aspen Group, Inc. issued 2,500,000 shares of common stock and agreed to pay \$400,000 to Hillair Capital Investments L.P. in exchange for the surrender of 13,451,613 warrants exercisable at \$0.155 per share.

The shares were issued and sold in reliance upon the exemption from registration contained in Section 3(a)(9) of the Securities Act of 1933.

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: June 24, 2016

By: /s/ Michael Mathews

Name: Michael Mathews

Title: Chief Executive Officer