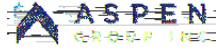


**PROSPECTUS SUPPLEMENT**  
(To the Prospectus dated April 18, 2018)

2,100,000 shares



Aspen Group, Inc.

Common Stock

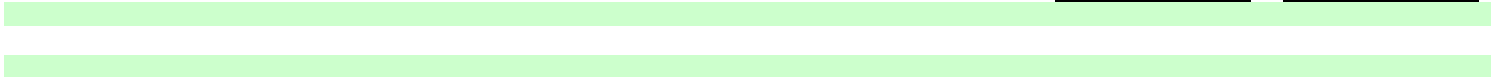


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**PROSPECTUS SUPPLEMENT**

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**PROSPECTUS**

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**PROSPECTUS SUPPLEMENT SUMMARY**

*The following summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement. This summary is not complete and does not contain all of the information that should be considered before investing in our common stock. Before making an investment decision, investors should carefully read the entire prospectus supplement and the accompanying prospectus, including the information incorporated by reference in this prospectus supplement and the accompanying prospectus, paying particular attention to the risks referred to under the headings "Cautionary Statement Regarding For. d*



The Offering

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## RISK FACTORS

*Investing in our securities involves risks. Before purchasing the securities offered by this prospectus supplement you should consider carefully the risk factors described in this prospectus supplement, the accompanying prospectus, as well as the risks, uncertainties and additional information set forth in our reports on Forms 10-K, 10-Q and 8-K that we file with the SEC after the date of this prospectus supplement and which are deemed incorporated by reference in this prospectus supplement. For a description of these risks and uncertainties, and information about where you can find them, see "Incorporation of Certain Information By Reference" in this prospectus supplement. The risks and uncertainties we discuss in this prospectus supplement, the accompanying prospectus and in the documents incorporated by reference herein and therein are those that we we*

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**You will experience immediate and substantial dilution in the net tangible book value per share of the common stock you purchase.**





**USE OF PROCEEDS**



## DIVIDEND POLICY

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CAPITALIZATION

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### UNDERWRITING

| Underwriter | Number of Shares |
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**LEGAL MATTERS**

**EXPERTS**







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## PROSPECTUS SUMMARY

*This summary only highlights the more detailed information appearing elsewhere in this prospectus or incorporated by reference in this prospectus. It may not contain all of the information that is important to you. You should carefully read the entire prospectus and the documents incorporated by reference in this prospectus before deciding whether to invest in our securities. Unless otherwise indicated or the context requires otherwise, in this prospectus and any prospectus supplement hereto references to "AGI" "we," "us," and "our" refer to Aspen Group, Inc. and its consolidated subsidiaries.*

### **About This Prospectus**

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**CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS**





Because there is strong competition in the postsecondary education market, especially in the online education market, our cost of acquiring students may increase and our results of operations may be harmed.



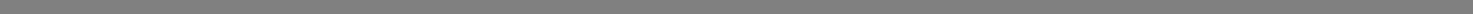




**If we are unable to develop awareness among, and attract and retain, high quality learners to Aspen University, our ability to generate significant revenue or achieve profitability will be significantly impaired.**



If we or our service providers are unable to update the technology that we rely upon to offer online education, our future growth may be impaired.























**If we fail to demonstrate “financial responsibility,” Aspen and USU may lose their eligibility to participate in Title IV Programs or be required to post a letter of credit in order to maintain eligibility to participate in Title IV Programs.**







**The U.S. Congress continues to examine the for-profit postsecondary education sector which could result in legislation or additional DOE rulemaking that may limit or condition Title IV Program participation of proprietary schools in a manner that may materially and adversely affect our business.**





**An investment in AGI may be diluted in the future as a result of the issuance of additional securities.**



**USE OF PROCEEDS**



## DESCRIPTION OF CAPITAL STOCK

Common Stock





**Interest Rate**

**Transfer and Exchange**

**book-entry securities**

**certificated securities**

**Certificated Debt Securities**





**Conversion or Exchange Rights**

**Covenants**







**CERTAIN PROVISIONS OF DELAWARE LAW AND OF OUR CHARTER AND BYLAWS**

**Anti-takeover Provisions**

**Issuance of “blank check” preferred stock**

**Special Shareholder Meetings and Action by Written Consent**



**Indemnification of Directors and Officers.**





**PLAN OF DISTRIBUTION**





**Delayed Delivery Contracts**





