
**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): **July 6, 2022**

ASPEN GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State or Other Jurisdiction
of Incorporation)*

001-38175
*(Commission
File Number)*

27-1933597
*(I.R.S. Employer
Identification No.)*

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Item 5.03 Amendments to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On July 6, 2022, in accordance with the recommendation from the Board of Directors and approval by the majority of the shares of Common Stock of Aspen Group, Inc. (the "Company"), the Company filed a Certificate of Amendment to the Certificate of Incorporation (the "Amendment") with the Secretary of the State of the State of Delaware to increase the number of authorized shares of the Company's Common Stock (the "Common Stock") from 40,000,000 authorized shares to 60,000,000 authorized shares. The additional shares of Common Stock authorized by the Amendment has rights identical to the Company's currently outstanding Common Stock. The Amendment became effective upon its filing with the Secretary of State of the State of Delaware.

The foregoing description of the Amendment does not purport to be complete and is qualified in its entirety by reference to the form thereof, a copy of which is filed as Exhibit 3.1 to this Current Report on Form 8-K and is incorporated herein by reference.

Item 5.07 Submission of Matters to a Vote of Security Holders.

At a Special Meeting of Stockholders (the "Special Meeting") held on July 6, 2022, the Company's stockholders were asked to vote upon the following proposals:

Proposal 1: amend the Certificate of Incorporation of the Company to increase the Company's authorized shares of Common Stock from 40,000,000 to 60,000,000 shares.

Proposal 2: Adjournment of the Special Meeting to a later date or dates, if necessary or appropriate, to permit further solicitation and vote of proxies in the event that there are insufficient votes for, or otherwise in connection with, the approval of Proposal 1.

Set forth below are the results of the matters voted on at the Special Meeting:

Proposal 1 (Increase Authorized Common Stock). The stockholders approved Proposal 1 to increase the shares of Common Stock of the Company from 40,000,000 to 60,000,000 shares.

For	Against	Abstain
16,447,300	775,173	565,513

Proposal 2 (Adjournment). With the approval of Proposal 1, Proposal 2 was not voted on.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits

Exhibit No.	Description
3.1	Certificate of Amendment to Articles of Incorporation
104	Cover Page Interactive Data File (embedded within the Inline XBRL document)

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: July 11, 2022

By: /s/ Michael Mathews

Name: Michael Mathews

Title: Chief Executive Officer

