



UNITED STATES

SECURITIES AND EXCHANGE COMMISSION



DIVISION OF  
CORPORATION FINANCE

April 30, 2015

Michael Mathews  
Aspen Group, Inc.  
April 30, 2015  
Page2

3. :H QRWH WKDW LI DQ LQVWLWXWLRQ IDLOV WR PHHW ' 2  
may establish financial responsibility on an alternate basis. One alternative basis is posting a letter of credit. We note that in April 2014 you posted a letter of credit for \$848,225 with DOE to remain provisionally certified to participate in the Title IV programs. In your future filings, please discuss the reason DOE requested that you post a letter of credit to remain provisionally certified.

Risk Factors, page 18

4. We note that in June 2013 you received a \$1 million loan from your chief executive officer, Mr. Matthews. In your future filings, please provide a risk factor addressing the risks to your business and operations raised by your reliance on financing from Mr. Matthews, including any potential conflicts of interest. This disclosure should include the material terms of any loans or notes with Mr. Matthews, including principal, interest and term.

We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable Exchange Act rules require. Since the company and its management are

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Page 3