
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934
(Amendment No. 3)*

Aspen Group, Inc.

(Name of Issuer)

Common Stock and Warrants (exercisable into Common Stock)

(Title of Class of Securities)

04530L104

(CUSIP Number)

January 26, 2015

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:



Item 1.

- (a) Name of Issuer
Aspen Group, Inc.
- (b) Address of Issuer's Principal Executive Offices
720 South Colorado Boulevard, Suite 1150N
Denver, CO 80246

Item 2.

- (a) Name of Person Filing
Benjamin J. Taylor
- (b) Address of Principal Business Office or, if none, Residence
Common Stock
156 E 36th Street
At 2 Shiffen Court
New York, NY 10016
- (c) Citizenship
USA
- (d) Title of Class of Securities
Common Stock and Warrants (exercisable into Common Stock)
- (e) CUSIP Number
04530L104

Filed 1/1/20

- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).
- (k) A group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Not applicable

Item 4. Ownership.

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

- (a) Amount beneficially owned: 11,012,808 ⁽¹⁾
- (b) Percent of class: 9.67% ⁽²⁾
- (c) Number of shares as to which the person has:
 - (i) Sole power to vote or to direct the vote: 11,012,808 ⁽¹⁾
 - (ii) Shared power to vote or to direct the vote:
 - (iii) Sole power to dispose or to direct the disposition of: 11,012,808 ⁽¹⁾
 - (iv) Shared power to dispose or to direct the disposition of:

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ..

Not applicable

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

Not applicable

Item 8. Identification and Classification of Members of the Group

Not applicable

Item 9. Notice of Dissolution of Group

Not applicable

Item Certification 10.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 26, 2015

/s/ Benjamin J Taylor

Name: Benjamin J Taylor

Title: Managing Member of G.P.

Footnotes:

Attention: Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)