

ASPEN GROUP, INC.

PROSPECTUS

28,540,649 Shares of Common Stock

The common stock offered in this prospectus involves a high degree of risk. See "Risk Factors" beginning on page 4 of this prospectus to read about factors you should consider before buying shares of our common stock.

The selling shareholders are offering these shares of common stock. The selling shareholders may sell all or a portion of these shares from time to time in market transactions through any market on which our common stock is then traded, in negotiated transactions or otherwise, and at prices and on terms that will be determined by the then prevailing market price or at negotiated prices directly or through a broker or brokers, who may act as agent or as principal or by a combination of such methods of sale. The selling shareholders will receive all proceeds from the sale of the common stock. For additional information on the methods of sale, you should refer to the section entitled "Plan of Distribution."

Neither the Securities and Exchange Commission nor any state securities commission has approved or disapproved of these securities or determined whether this prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The date of this prospectus is August 13, 2013



THE OFFERING

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SUMMARY FINANCIAL DATA

Statements of Operations Data

Four Months Ended April 30,		Year Ended December 31,	
<u>2013</u>	<u>2012</u>	<u>2012</u>	<u>2011</u>
	(Unaudited)		

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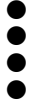
RISK FACTORS

Risks Relating to Our Business

If we are unable to generate positive cash flows from our operations or we are unable to raise capital, our ability to continue as a going concern is in doubt.



Because our future growth and profitability will depend in large part upon the effectiveness of our marketing and advertising efforts, if those efforts are unsuccessful we may not be profitable in the future.



Although our management is spearheading a new marketing and advertising program, it may not be successful.



If student enrollment declines or does not increase in reaction to our new monthly installment payment plan, we may not be successful.



If we incur system disruptions to our online computer networks, it could impact our ability to generate revenue and damage our reputation, limiting our ability to attract and retain students.



Because we rely on third party administration and hosting of open source software for our online classroom, if that third party were to cease to do business or alter its business practices and services, it could have an adverse impact on our ability to operate.



Risks Related to the Regulation of Our Industry

If we fail to comply with the extensive regulatory requirements for our business, we could face penalties and significant restrictions on our operations, including loss of access to Title IV loans.

If we do not maintain authorization in Colorado, our operations would be curtailed, and we may not grant degrees.

Our failure to comply with regulations of various states could have a material adverse effect on our enrollments, revenues, and results of operations.



Because we are only provisionally certified by the DOE, we must reestablish our eligibility and certification to participate in the Title IV programs, and there are no assurances that DOE will recertify us to participate in the Title IV programs.

Because the DOE may conduct compliance reviews of us, we may be subject to adverse review and future litigation which could affect our ability to offer Title IV student loans.

If our competitors are subject to further regulatory claims and adverse publicity, it may affect our industry and reduce our future enrollment.



If our student loan default rates are too high, we may lose eligibility to participate in Title IV programs.



If we fail to comply with the DOE's substantial misrepresentation rules, it could result in sanctions against us.



Because of their share ownership, our management may be able to exert control over us to the detriment of minority shareholders.

If our common stock becomes subject to a "chill" imposed by the Depository Trust Company, or DTC, your ability to sell your shares may be limited.



PRIVATE PLACEMENTS

USE OF PROCEEDS



Receivable Collateral Valuation Reserve



Other Income (Expense)

Income Taxes

Net Loss

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Net Cash Used in Operating Activities







Curricula

Certificates

Associates Degrees

Bachelors Degrees



Employees

Corporate History









MANAGEMENT

Name	Age	Positi



David Garrity



Board Committees and Charters

<u>Name</u>	<u>Independent</u>	<u>Audit</u>	<u>Compensation</u>
	✓		
	✓	✓	
	✓	✓	
	✓		✓
	✓		✓

Director Independence

Board Committees and Charters



Option A wards

Mathews

Garrity

Williams

Named Executive Officer Employment Agreements

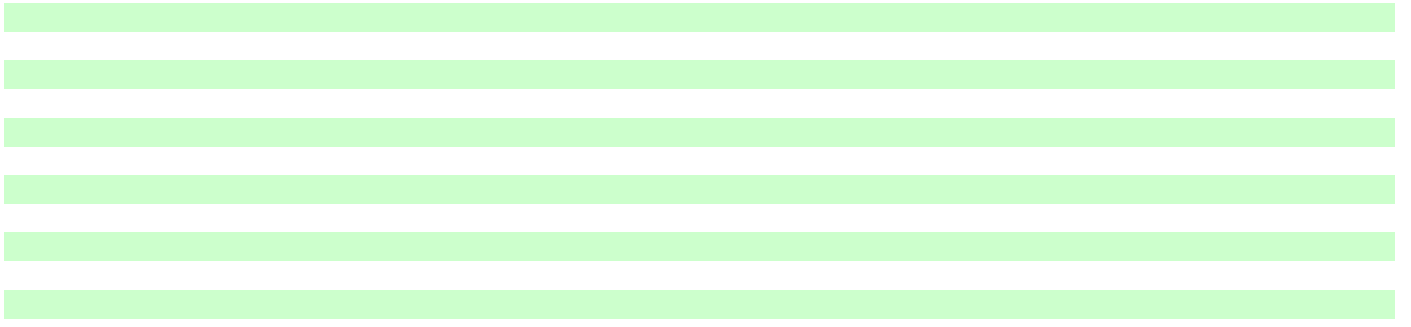


Equity Compensation Plan Information

Name Of Plan	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders			
Equity compensation plans not approved by security holders			







RELATED PERSON TRANSACTIONS



DESCRIPTION OF SECURITIES



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PLAN OF DISTRIBUTION

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LEGAL MATTERS

EXPERTS

ADDITIONAL INFORMATION

Aspen Group, Inc. and Subsidiaries
Index to Consolidated Financial Statements

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Report of Independent Registered Public Accounting Firm



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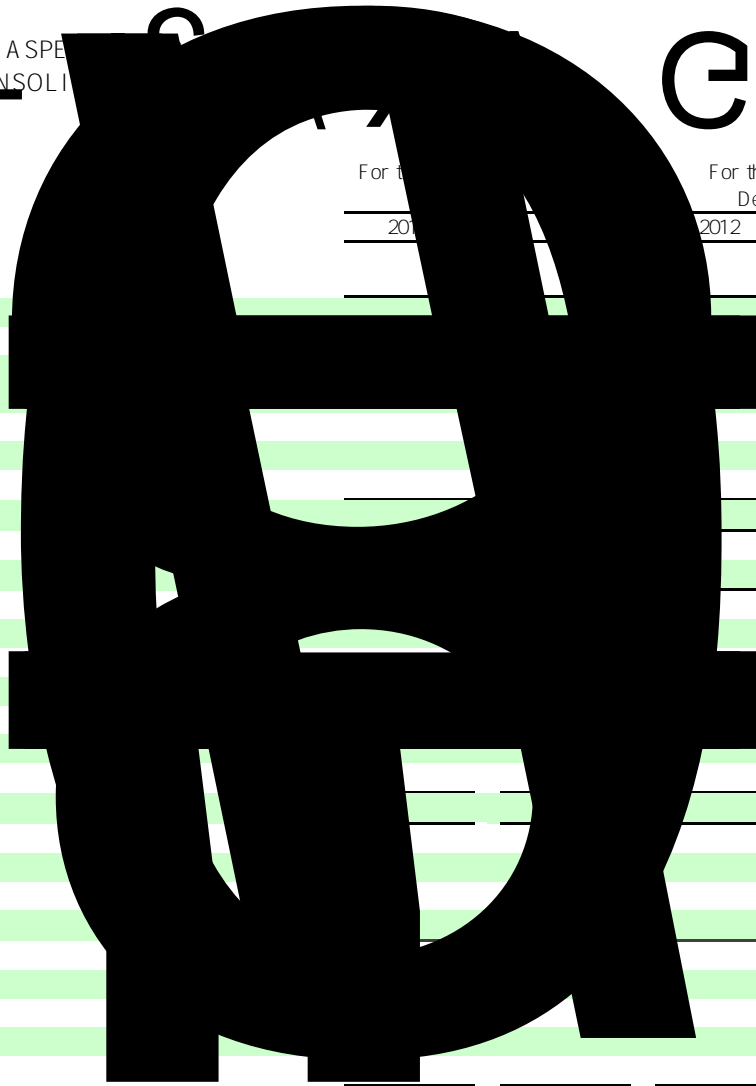
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For the
2012

For the Year Ended
December 31,
2012 2011

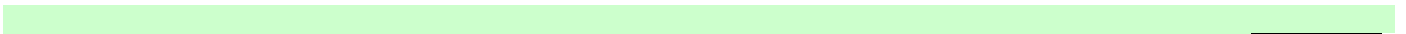
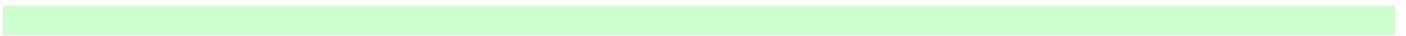


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ASPEN GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30, 2013 and DECEMBER 31, 2012 AND 2011

Note 1. Nature of Operations and Going Concern

Overview



ASPEN GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30, 2013 and DECEMBER 31, 2012 AND 2011



ASPEN GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30, 2013 and DECEMBER 31, 2012 AND 2011

Fair Value Measurements

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Accounts Receivable and Allowance for Doubtful Accounts Receivable



ASPEN GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30, 2013 and DECEMBER 31, 2012 AND 2011

Property and Equipment

Category	Depreciation Term



ASPEN GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30, 2013 and DECEMBER 31, 2012 AND 2011

Leases



ASPEN GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
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Marketing and Promotional Costs

General and Administrative

Research and Development

Acquisition

ASPEN GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30, 2013 and DECEMBER 31, 2012 AND 2011

Income Taxes

Stock-Based Compensation



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ASPEN GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30, 2013 and DECEMBER 31, 2012 AND 2011

Employment Agreements

Consulting Agreement

Legal Matters

Regulatory Matters

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30, 2013 and DECEMBER 31, 2012 AND 2011



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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30, 2013 and DECEMBER 31, 2012 AND 2011

Note 12. Stockholders' Equity (Deficiency)

Stock Dividends and Reverse Split

Authorized and Designated Shares

ASPEN GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30, 2013 and DECEMBER 31, 2012 AND 2011



ASPEN GROUP, INC. AND SUBSIDIARIES
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APRIL 30, 2013 and DECEMBER 31, 2012 AND 2011

Recapitalization

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ASPEN GROUP, INC. AND SUBSIDIARIES
NOTES TO FINANCIAL STATEMENTS

ASPEN GROUP, INC. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
APRIL 30



