
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

NTGS CO

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers

On December 17, 2013, Aspen Group, Inc. increased the authorized shares available under its 2012 Equity Incentive Plan (the "Plan") by 2,000,000 shares to 11,300,000 shares.


The full text of the amendment to the Plan is attached hereto as Exhibit 10.1 and is incorporated by reference herein.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

<u>Exhibit No.</u>	<u>Exhibit</u>
--------------------	----------------

10.1	A amendment to the 2012 Equity Incentive Plan
----------------------	---



A mendment No. 4 to the
A spen Group, Inc.
2012 E quity Incentive Plan

T his A mendment No. 4 to the 2012 E quity Incentive Plan (the " Plan ") amends the number of shares authorized under
Plan by deleting 9,300,000 from Section 4 and replacing it wi th 11,300,000.

E ffective December 17, 2013