



Item 1.01 Entry into a Material Definitive Agreement.

Item 3.02 Unregistered Sales of Equity Securities.

On January 24, 2014, Aspen Group, Inc. ("Aspen") closed an offering to warrant holders whereby it issued a total of 7,006,064 shares of common stock to the holders in exchange for their early exercise of a total of 4,231,840 warrants at the reduced exercise price of \$0.19, which was above the current market Aspen receu

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: January 28, 2014

By: /s/Michael Matte

Name: Michael Matte

Title: Chief Financial Officer