UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section: : : :

Item 2.02 Results of Operations and Financial Condition

On March 11, 2015, Aspen Group, Inc. (the "Company") issued a press release announcing the results of operations for the Company for the three and nine months ended January 31, 2015. A copy of such press release is furnished as Exhibit 99.1 to this report.

As previously announced and as further detailed in the press release furnished with this report, iannouncing

Item 9.01

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: March 11, 2015

By: /s/ Michael Mathews
Name: Michael Mathews
Title: Chief Executive Officer

EXHIBIT 99.1

FOR IMMEDIATE RELEASE: March 11, 2015

ASPEN GROUP REPORTS 28% YoY INCREASE IN FISCAL 2015 THIRD QUARTER REVENUES AND STRONG REVENUE OUTLOOK

School of Nursing Student Body Grows 57% to 1,151 Students

– Aspen Group, Inc. (OTCBB: ASPU), a nati

Gross Profit increased to $499,922 or 39% of revenues as compared to $389,221 or 39% of revenues from the comparable prior year period, and Adjusted Gross Profit (exclusive of amortization), a non-GAAP financial measure, equaled $623,770 or 49% of revenues as compared to $501,856 or 50% of revenues from the comparable prior year period. The flat YoY gross profit margins are a result of Aspen increasing its YoY marketing spend rate in December and January by an average of 41%. The company expects this quarter's growth spending to improve gross profit margins next quarter and in subsequent quarters.

Adjusted EBITDA, a non-GAAP financial measure, improved to a loss of ($600,522) as compared to a loss of ($607,382) in the comparable prior year period. Net loss applicable to shareholders was ($1,244,322) as compared to a net loss of ($1,726,587) a year ago. Aspen's operating income improved to a loss of ($1,212,067) as compared to a loss of ($1,496,412) in the comparable prior year period. The flat YoY Adjusted EBITDA results are primarily a result of Aspen increasing the size of its call center by 64% to effectively manage the increase of new student leads starting in December. The company expects Adjusted EBITDA results to improve next quarter and in subsequent quarters.

Aspen will be holding a conference call this afternoon at 5pm ET that can be accessed by dialing toll-free (844) 452-6823 (U.S.) or (731) 256-5216 (international). Subsequent to the call, a transcript of the audiocast will be available from Aspen's website at ir.aspen.edu.

This press release includes both financial measures in accordance with Generally Accepted Accounting Principles, or GAAP, as well as non-GAAP financial measures. Generally, a non-GAAP financial measure is a numerical measure of a company's performance, financial position or cash flows that either excludes or includes amounts that are not normally included or excluded in the most directly comparable measure calculated and presented in accordance with GAAP. Non-GAAP financial measures should be viewed as supplemental to, and should not be considered as alternatives to net income, operating income, and cash flow from operating activities, liquidity or any other financial measures. They may not be indicative of the historical operating results of Aspen Group nor are they intended to be predictive of potential future results. Investors should not consider non-GAAP financial measures in isolation or as substitutes for performance measures calculated in accordance with GAAP.

The following table presents a reconciliation of Adjusted EBITDA to Net loss, a GAAP financial measure:

Net loss allocable to common shareholders	$(1,244,322)	$(1,726,587)
Interest Expense, net of interest income	(34,532)	78,854
Loss from debt extinguishment	—	—
Bad Debt Expense	12,228	120,000
Receivable Collateral Valuation Reserve	—	123,664
Depreciation & Amortization	133,966	121,904
Amortization of Prepaid Services	—	105,013
Amortization of Debt Issue Costs	—	56,865
Amortization of Debt Discount	—	124,343
Warrant conversion exercise expense	—	156,952
Stock-based compensation	123,085	98,609
Non-recurring charges	339,989	133,001
Adjusted EBITDA (Loss)	$ (600,522)	$ (607,382)

The following table presents a reconciliation of Adjusted Gross Profit, a non-GAAP financial measure, to gross profit calculated in accordance with GAAP:

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Aspen Group, Inc. is an online postsecondary education company. Aspen University's mission is to offer any motivated college-worthy student the opportunity to receive a high quality, responsibly priced distance-learning education

Assets		
Current assets:		
Cash and cash equivalents	$ 1,158,339	$ 247,380
Restricted cash	888,225	868,298
Accounts receivable, net of allowance of $241,027 and $221,537, respectively	888,499	649,890
Prepaid expenses	66,019	45,884
Net assets from discontinued operations (Note 1)	—	5,250
Total current assets	3,001,082	1,816,702
Property and equipment:		
Call center equipment	132,798	122,653
Computer and office equipment	73,286	66,118
Furniture and fixtures	42,698	36,446
Library (online)	100,000	100,000
Software	2,147,783	1,894,215
	2,496,565	2,219,432
Less accumulated depreciation and amortization	(1,268,502)	(938,703)
Total property and equipment, net	1,228,063	1,280,729
Courseware, net	158,280	108,882
Accounts receivable, secured - related party, net of allowance of $625,962, and $625,962, respectively	146,831	146,831
Debt issuance costs, net	—	205,515
Other assets	26,678	25,181
Total assets	$ 4,560,934	$ 3,583,840
Liabilities and Stockholders' Equity (Deficiency)		
Current liabilities:		
Accounts payable	$ 458,997	$ 454,783
Accrued expenses	223,072	144,466
Deferred revenue	716,642	653,518
Refunds Due Students	373,161	288,121
Deferred rent, current portion	11,750	13,699
Convertible notes payable, current portion	50,000	175,000
Debenture payable, net of discounts of $0 and $452,771	—	1,787,229
Total current liabilities	1,833,622	3,516,816
Line of credit	243,989	244,175
Loan payable officer - related party	1,000,000	1,000,000
Convertible notes payable - related party	600,000	600,000
Deferred rent	—	7,751
Total liabilities	3,677,611	5,368,742
Commitments and contingencies - See Note 8		
Stockholders' equity (deficiency):		
Common stock, $0.001 par value; 250,000,000 shares authorized, 113,298,156 issued and 113,098,156 outstanding at January 31, 2015, 73,414,478 issued and 73,214,478 outstanding at April 30, 2014	113,298	73,414
Additional paid-in capital	22,170,190	16,302,118
Treasury stock (200,000 shares)	(70,000)	(70,000)
Accumulated deficit	(21,330,165)	(18,090,434)
Total stockholders' equity (deficiency)	883,323	(1,784,902)
Total liabilities and stockholders' equity (deficiency)	$ 4,560,934	$ 3,583,840

[illegible]