

**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

Date of Report (Date of earliest event reported): **March 9, 2017**

ASPEN GROUP, INC.

(Exact name of registrant as specified in its charter)

Delaware
*(State or Other Jurisdiction
of Incorporation)*

000-55107
*(Commission
File Number)*

27-1933597
*(I.R.S. Employer
Identification No.)*

1660 South Albion Street, Suite 525, Denver, CO D S

Item 2.02 Results of Operations and Financial Condition

On March 9, 2017, 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, 2017. 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, the Company will conduct a conference call at 4:30 PM Eastern Time on Thursday, March 9, 2017, to discuss its financial results for the three and nine months ended January 31, 2017.

The information in Item 2.02 of this report, including the information in the press release attached as Exhibit 99.1 to this report, is furnished pursuant to Item 2.02 of Form 8-K and shall not be deemed “filed” for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities of that section. Furthermore, the information in Item 2.02 of this report, including the information in the press release attached as Exhibit 99.1 to this report, shall not be deemed to be incorporated by reference in the filings of the registrant under the Securities Act of 1933.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits.

Exhibit No.	Exhibit
------------------------	----------------

<u>99.1</u>	Press release dated March 9, 2017
-----------------------------	-----------------------------------



FOR IMMEDIATE RELEASE: March 9, 2017

Aspen Group Reports 73% Revenue Growth and Second Consecutive Quarter of Positive Net Income in Fiscal 2017 Third Quarter

Company Raises FY' 18 CAGR Organic Guidance to Over 60%, 825 New Student Enrollments Drive Record Gross Profits

NEW YORK, NY –March 9, 2017 - Aspen Group, Inc. (OTCQB: ASPU) (“Aspen”), a post-secondary education company, today announced financial results for its 2017 fiscal third quarter ended January 31, 2017. The Company will host a conference call to discuss its financial results on Thursday, March 9, 2017, at 4:30 p.m. (ET).

“Given we’ve delivered new student enrollment records the past four quarters, and expect to continue that trend in our current quarter, we are now comfortable raising our CAGR organic guidance for the fiscal year’s 2017 and 2018 from over 50% to over 60%” said Chairman & CEO, Michael Mathews. “The unit economics of our business model are so strong that our gross profits this quarter were approximately \$92,000 higher than our revenues were in the quarter a year ago,” continued Mathews.

Fiscal 2017 Third Quarter Highlights

- Revenue totaled \$9,752,600, an increase of 73% as compared to the same period the prior year;
- GAAP Gross Profit totaled \$2,256,198, a 119% increase as compared to the same period the prior year;
- Operating Income totaled \$85,694 or 2% margin, representing a \$727,919 improvement from the comparable prior year period;
- Net income applicable to shareholders of \$7,377, representing an improvement of \$682,341 from the same period the prior year.



General and Administrative costs were \$2,133,074 as compared to \$1,659,133 for the same period the prior year, an increase of \$473,941 or 29%. From a sequential perspective, General and Administrative costs rose by \$213,421 primarily as a result of Aspen increasing its headcount in its enrollment center from 31 to 40 at the end of January, a quarter earlier than forecasted. The increase occurred as a result of hiring opportunities existing in the Scottsdale, Arizona area where Aspen's enrollment center is located.

Operating income was \$85,694 or 2% margin, representing a \$727,919 improvement from the comparable prior year period. Cash used from operations for nine months ended January 31, 2017 was (\$99,042) an improvement of \$1,260,759, or 93% from the comparable prior year period.

Net Income applicable to shareholders was \$7,377, representing a \$682,341 improvement from the comparable prior year period. EBITDA, a non-GAAP financial measure, was \$218,420 or 6% margin, a 145% improvement from the comparable prior year period. Adjusted EBITDA, a non-GAAP financial measure, was \$461,727 or 12% margin, a 361% improvement from the comparable prior year period.

	For the Three Months Ended January 31,	
	<u>2017</u>	<u>2016</u>
Net		
Revenues	<u>\$ 3,735,626</u>	



The following table presents a reconciliation of EBITDA and Adjusted EBITDA, non-GAAP financial measures, to Net Income (Loss):

	For the Quarters Ended	
	January 31,	
	2017	2016
Net income (loss)	\$ 7,377	\$ (674,964)
Interest Expense, net of interest income	78,316	32,739
Depreciation & Amortization	132,727	151,597
EBITDA (loss)	218,420	(490,628)
Ba) q		

