
ABOUT THIS PROSPECTUS SUPPLEMENT



CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING INFORMATION

This document contains forward-looking information, which is subject to various risks and uncertainties. The company's performance and financial results may differ significantly from the expectations expressed in this document. The company is not making any representation or warranty regarding the accuracy or completeness of the information provided. The company is not responsible for any loss or damage arising from the use of this information. The company is not making any representation or warranty regarding the accuracy or completeness of the information provided. The company is not responsible for any loss or damage arising from the use of this information.



PROSPECTUS SUPPLEMENT SUMMARY

The following summary highlights information contained elsewhere or incorporated by reference in this prospectus supplement. This summary is not complete and does not contain all of the information that should be considered before investing in our common stock. Before making an investment decision, investors should carefully read the entire prospectus supplement and the accompanying prospectus, including the information incorporated by reference in this prospectus supplement and the accompanying prospectus, paying particular attention

RISK FACTORS

Investing in our securities involves risks. Before purchasing the securities offered by this prospectus you should consider carefully the risk factors described in this prospectus supplement, the accompanying prospectus, as well as the risks, uncertainties and additional information set forth in our prospectus dated April 18, 2018 and our reports on Forms 10-K, 10-Q and 8-K that we file with the SEC after the date of this prospectus supplement and which are deemed incorporated by reference in this prospectus supplement. For a description of these reports and documents, and information about where you can find them, see “Incorporation of Certain Information By Reference” in the accompanying prospectus. The risks and uncertainties we discuss in the accompanying prospectus and in the documents incorporated by reference herein are those that we currently believe may materially affect our company. Additional risks not presently known, or currently deemed immaterial, also could materially and adversely affect our financial condition, results of operations, business and prospects.

The market

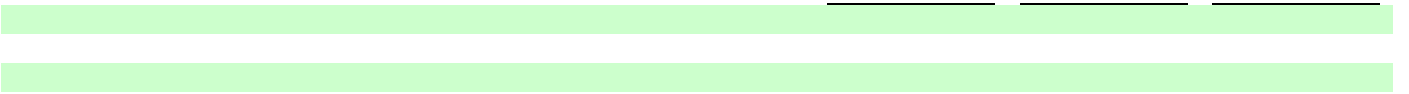


DIVIDEND POLICY

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UNDERWRI



Indemnification

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Lock-Up Agreements

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Listing and Transfer Agent

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Electronic Distribution

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Other

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LEGAL MATTERS

1. The undersigned, being duly sworn, depose and say that the foregoing is a true and correct copy of the original document as the same appears in the files of the undersigned.

EXPERTS

6





TABLE OF CONTENTS

Page

1	8
2	1
3	2
4	3
5	4
6	5
7	6
8	7
9	8
10	9
11	10
12	11
13	12
14	13
15	14
16	15
17	16
18	17
19	18
20	19
21	20
22	21
23	22
24	23
25	24
26	25
27	26
28	27
29	28
30	29
31	30
32	31
33	32
34	33
35	34
36	35
37	36
38	37
39	38
40	39
41	40
42	41
43	42
44	43
45	44
46	45
47	46
48	47
49	48
50	49
51	50
52	51
53	52
54	53
55	54
56	55
57	56
58	57
59	58
60	59
61	60
62	61
63	62
64	63
65	64
66	65
67	66
68	67
69	68
70	69
71	70
72	71
73	72
74	73
75	74
76	75
77	76
78	77
79	78
80	79
81	80
82	81
83	82
84	83
85	84
86	85
87	86
88	87
89	88
90	89
91	90
92	91
93	92
94	93
95	94
96	95
97	96
98	97
99	98
100	99

You should rely only on information contained in this prospectus. We have not authorized anyone to provide you with information that is different from that contained in this prospectus. We are not offering to sell or seeking offers to buy shares of common stock in jurisdictions where offers and sales are not permitted. The information contained in this prospectus is accurate only as of the date of this prospectus, regardless of the time of delivery of this prospectus or of any sale of our common stock. We are responsible for updating this prospectus to ensure that all material information is included and will update this prospectus to the extent required by law.



PROSPECTUS SUMMARY

This summary only highlights the more detailed information appearing elsewhere in this prospectus or incorporated by reference in this prospectus. It may not contain all of the information that is important to you. You should carefully read the entire prospectus and the documents incorporated by reference in this prospectus before deciding whether to invest in our securities. Unless otherwise indicated or the context requires otherwise, in this prospectus and any prospectus supplement hereto references to “AGI” “we,” “us,” and “our” refer to Aspen Group, Inc. and its consolidated subsidiaries.

About This Prospectus

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CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This document contains forward-looking statements, which are statements that are not historical facts, but rather, statements about future performance or events. These statements are based on current expectations and assumptions and are subject to various risks and uncertainties. The company does not intend to update these statements unless required by law. The company's actual performance may differ significantly from the forward-looking statements.



RISK FACTORS

AGI's future operating results will be adversely affected if it does not effectively manage its expanded operations and integrate USU.

Risks Relating to Our Business

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If we cannot manage our growth, our results of operations may suffer and could adversely affect our ability to comply with federal regulations.

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If we are unable to raise capital, we will have to scale back our growth.

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Although our management has successfully implemented a monthly payment business model, it may not be successful long-term.

If the demand for the nursing workforce decreases or the educational requirements for nurses were relaxed, our business will be adversely affected.

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.



1. The first part of the document discusses the importance of maintaining accurate records of all transactions and activities. It emphasizes that proper record-keeping is essential for ensuring transparency and accountability in financial reporting. This section also highlights the role of internal controls in preventing errors and fraud, and the need for regular audits to verify the accuracy of the data.

2. The second part of the document focuses on the importance of maintaining accurate records of all transactions and activities. It emphasizes that proper record-keeping is essential for ensuring transparency and accountability in financial reporting. This section also highlights the role of internal controls in preventing errors and fraud, and the need for regular audits to verify the accuracy of the data.

3. The third part of the document focuses on the importance of maintaining accurate records of all transactions and activities. It emphasizes that proper record-keeping is essential for ensuring transparency and accountability in financial reporting. This section also highlights the role of internal controls in preventing errors and fraud, and the need for regular audits to verify the accuracy of the data.



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If DOE determines that borrowers of federal student loans who attended our institution have a defense to repayment of their federal student loans based on a state law claim against our institution, our institution's repayment liability to DOE could have a material adverse effect on our enrollments, revenues and results of operations.

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If we fail to demonstrate “financial responsibility,” Aspen and USU may lose their eligibility to participate in Title IV Programs or be required to post a letter of credit in order to maintain eligibility to participate in Title IV Programs.

If we fail to demonstrate “administrative capability,” we may lose eligibility to participate in Title IV Programs.

Because we rely on a third-party to administer our participation in Title IV Programs, its failure to comply with applicable regulations could cause our schools to lose our eligibility to participate in Title IV Programs.

If we pay impermissible commissions, bonuses or other incentive payments to individuals involved in our participation in Title IV Programs, we may lose our eligibility to participate in Title IV Programs.







Index

Introduction	1
Chapter 1	2
Chapter 2	3
Chapter 3	4
Chapter 4	5
Chapter 5	6
Chapter 6	7
Chapter 7	8
Chapter 8	9
Chapter 9	10
Chapter 10	11
Chapter 11	12
Chapter 12	13
Chapter 13	14
Chapter 14	15
Chapter 15	16
Chapter 16	17
Chapter 17	18
Chapter 18	19
Chapter 19	20
Chapter 20	21
Chapter 21	22
Chapter 22	23
Chapter 23	24
Chapter 24	25
Chapter 25	26
Chapter 26	27
Chapter 27	28
Chapter 28	29
Chapter 29	30
Chapter 30	31
Chapter 31	32
Chapter 32	33
Chapter 33	34
Chapter 34	35
Chapter 35	36
Chapter 36	37
Chapter 37	38
Chapter 38	39
Chapter 39	40
Chapter 40	41
Chapter 41	42
Chapter 42	43
Chapter 43	44
Chapter 44	45
Chapter 45	46
Chapter 46	47
Chapter 47	48
Chapter 48	49
Chapter 49	50
Chapter 50	51
Chapter 51	52
Chapter 52	53
Chapter 53	54
Chapter 54	55
Chapter 55	56
Chapter 56	57
Chapter 57	58
Chapter 58	59
Chapter 59	60
Chapter 60	61
Chapter 61	62
Chapter 62	63
Chapter 63	64
Chapter 64	65
Chapter 65	66
Chapter 66	67
Chapter 67	68
Chapter 68	69
Chapter 69	70
Chapter 70	71
Chapter 71	72
Chapter 72	73
Chapter 73	74
Chapter 74	75
Chapter 75	76
Chapter 76	77
Chapter 77	78
Chapter 78	79
Chapter 79	80
Chapter 80	81
Chapter 81	82
Chapter 82	83
Chapter 83	84
Chapter 84	85
Chapter 85	86
Chapter 86	87
Chapter 87	88
Chapter 88	89
Chapter 89	90
Chapter 90	91
Chapter 91	92
Chapter 92	93
Chapter 93	94
Chapter 94	95
Chapter 95	96
Chapter 96	97
Chapter 97	98
Chapter 98	99
Chapter 99	100
Chapter 100	101

Transfer and Exchange

- book-entry securities
- certificated securities





DESCRIPTION OF WARRANTS

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General

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Exercise of warrants

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Agents

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Indemnification of Directors and Officers.

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PLAN OF DISTRIBUTION

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LEGAL MATTERS

EXPERTS

INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

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