

ASPEN GROUP, INC.  
Form 8-A12G  
November 22, 2013

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, DC 20549**

**FORM 8-A**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES**  
**PURSUANT TO SECTION 12(b) OR (g) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Aspen Group, Inc.**  
*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State of incorporation or organization)*

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

**720 South Colorado Boulevard, Suite 1150N**

**Denver, CO 80246**  
*(Address of principal executive offices)*

*(Zip Code)*

**Securities to be registered to Section 12(b) of the Act: None**

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box. "

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates:

**Securities to be registered pursuant to Section 12(g) of the Act:**

Common Stock, par value \$0.001 per share  
*(Title of class)*

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**INFORMATION REQUIRED IN REGISTRATION STATEMENT**

**Item 1. Description of Registrant's Securities to be Registered.**

Aspen Group, Inc. hereby incorporates by reference herein the description of its common stock, par value \$0.001 per share appearing under the caption "Description of Securities" contained in the Registration Statement on Form S-1, as filed with the Securities and Exchange Commission on October 15, 2013, as may be subsequently amended.

**Item 2. Exhibits.**

The registrant hereby incorporates by reference herein the following exhibits:

| <b>Exhibit #</b> | <b>Exhibit Description</b>               | <b>Incorporated by Reference</b> |             |               | <b>Filed or</b>  |
|------------------|--|----------------------------------|-------------|---------------|------------------|
|                  |  | <b>Form</b>                      | <b>Date</b> | <b>Number</b> | <b>Furnished</b> |
|                  |  |                                  |             |               | <b>Herewith</b>  |
| 3.1              | Certificate of Incorporation, as amended | 8-K                              | 3/19/12     | 2.6           |                  |
| 3.2              | Bylaws                                   | 8-K                              | 3/19/12     | 2.7           |                  |

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**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereto duly authorized.

**ASPEN GROUP, Inc.**

|                         |     |                   |                         |
|-------------------------|-----|-------------------|-------------------------|
| Date: November 22, 2013 | By: | /s/ Michael Matte |                         |
|                         |     | Name:             | Michael Matte           |
|                         |     | Title:            | Chief Financial Officer |