

ASPEN GROUP, INC.
Form 3
November 22, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Mathews Michael
(Last) (First) (Middle)

720 SOUTH COLORADO BOULEVARD, SUITE 1150N

(Street)

DENVER, CO 80246

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/22/2013

3. Issuer Name and Ticker or Trading Symbol
ASPEN GROUP, INC. [ASPU]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
Chief Executive Officer

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Common Stock

2,553,452

D

Common Stock

100,000

I

By Grantor Retained Annuity Trust

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security

4. Conversion or Exercise

5. Ownership Form of

6. Nature of Indirect Beneficial Ownership

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	Date Exercisable	Expiration Date	(Instr. 4) Title	Amount or Number of Shares	Price of Derivative Security	Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Stock Options	Â (1)	03/15/2017	Common Stock	300,000	\$ 0.35	D	Â
Stock Options	Â (2)	03/22/2017	Common Stock	500,000	\$ 0.35	D	Â
Stock Options	Â (3)	09/04/2017	Common Stock	2,900,000	\$ 0.35	D	Â
Stock Options	Â (4)	10/23/2017	Common Stock	288,911	\$ 0.35	D	Â
Stock Options	Â (4)	10/23/2017	Common Stock	166,666	\$ 0.35	D	Â
5% Convertible Note	09/25/2013	04/02/2015	Common Stock	857,143	\$ 0.35	D	Â
5% Convertible Note	09/25/2013	04/02/2015	Common Stock	300,000	\$ 1	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Mathews Michael 720 SOUTH COLORADO BOULEVARD SUITE 1150N DENVER,Â COÂ 80246	Â X	Â	Â Chief Executive Officer	Â

Signatures

/s/ Michael Mathews
11/22/2013

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Of the securities: (i) one-third have vested and (ii) the remaining vest on March 14, 2014 and 2015.
- (2) Of the securities: (i) one-third have vested and (ii) the remaining vest on March 20, 2014 and 2015.
- (3) Of the securities: (i) one-fourth have vested and (ii) the remaining vest on September 4, 2014, 2015 and 2016.
- (4) Fully vested.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.