ASPEN GR	OUP, INC.									
Form 5										
June 05, 20	15									
FORM	15								PPROVAL	
	UNITED	STATES S	SECURI	TIES AN	D EXC	HANGE C	COMMISSION	N OMB Number:	3235-0362	
no longer subject to Section 16. Form 4 or Form ANNUAL STATEM				Washington, D.C. 20549 TEMENT OF CHANGES IN BENEFICIAL WNERSHIP OF SECURITIES					January 31, 2005	
									average urs per . 1.0	
1(b).	Filed pur <sup>Ioldings</sup> Section 17(	(a) of the Pu	ıblic Util	lity Holdin	ng Comp	•				
Mathews Michael Syr			2. Issuer Name <b>and</b> Ticker or Trading Symbol ASPEN GROUP, INC. [ASPU]				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle) 3. Statem (Month/I 04/30/2				-	s Fiscal Yo	ear Ended	(Check all applicable) X_ Director 10% Owner X_ Officer (give title Other (specify			
	H COLORADO ARD, SUITE 11	50N					below) Chief	below) f Executive Offi	cer	
				Amendment, Date Original 6. In (Month/Day/Year)				6. Individual or Joint/Group Reporting (check applicable line)		
DENIVED	CO 80246									
DENVER,	A CUA 80240						_X_ Form Filed by Form Filed by Person	y One Reporting F More than One F		
(City)	(State)	(Zip)	Table	I - Non-Dei	rivative Se	ecurities Acq	uired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/	ate, if Tr Co	ransaction ode nstr. 8)	4. Securit Acquired Disposed (Instr. 3, 4) Amount	(A) or of (D)	5. Amount of Securities Beneficially Owned at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Re securities bene	y. <b>c</b>	Persons who respond to the collection of inform contained in this form are not required to respo the form displays a currently valid OMB contro				pond unless	SEC 2270 (9-02)			
	Tab					esed of, or Be nvertible sec	eneficially Owned curities)	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amour
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	Derivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired (A) or		

	Derivative Security				Disposed of (D) (Instr. 3, 4, and 5)					
					(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Num Shar
Warrants (Right to Buy Common Stock)	\$ 0.19	04/29/2015	Â	G	Â	806,452	03/10/2014	03/10/2019	Common Stock	806

## **Reporting Owners**

Reporting Owner Name / Address		Relationships						
1 0 0	Director	10% Owner	Officer	Other				
Mathews Michael 720 SOUTH COLORADO BOULEVARD SUITE 1150N DENVER, CO 80246		ÂX	Â	Chief Executive Officer	Â			
Signatures								
/s/ Michael Mathews	06/05/2015							
<u>**</u> Signature of Reporting Person	Date							

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 4(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).

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.