

ASPEN GROUP, INC.  
Form 8-A12B  
July 31, 2017

**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.)*

**1660 South Albion Street, Suite 525, Denver, CO 80222**  
*(Address of principal executive offices)*

*(Zip Code)*

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

*Title of each class  
to be so registered*  
**Common Stock, par value \$0.001 per share**

*Name of each exchange on which  
each class is to be registered*  
**The NASDAQ Stock Market LLC**

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. [X ]

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: None

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

## INFORMATION REQUIRED IN REGISTRATION STATEMENT

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

The securities to be registered hereby are the common stock, par value \$0.001 per share of Aspen Group, Inc. (the Company, we, our or Aspen).

#### Authorized Capital Stock

We are authorized to issue 250,000,000 shares of common stock, par value \$0.001 per share, and 10,000,000 shares of preferred stock, par value \$0.001 per share.

#### Common Stock

The holders of common stock are entitled to one vote per share on all matters submitted to a vote of shareholders, including the election of directors. There is no cumulative voting in the election of directors. The holders of common stock are entitled to any dividends that may be declared by the board of directors ( Board ) out of funds legally available for payment of dividends subject to the prior rights of holders of preferred stock and any contractual restrictions we have against the payment of dividends on common stock. In the event of our liquidation or dissolution, holders of common stock are entitled to share ratably in all assets remaining after payment of liabilities and the liquidation preferences of any outstanding shares of preferred stock. Holders of common stock have no preemptive rights and have no right to convert their common stock into any other securities.

#### Preferred Stock

We are authorized to issue 10,000,000 shares of \$0.001 par value preferred stock in one or more series with such designations, voting powers, if any, preferences and relative, participating, optional or other special rights, and such qualifications, limitations and restrictions, as are determined by resolution of our Board. The issuance of preferred stock may have the effect of delaying, deferring or preventing a change in control of the Company without further action by shareholders and could adversely affect the rights and powers, including voting rights, of the holders of common stock. In certain circumstances, the issuance of preferred stock could depress the market price of the common stock.

#### Certain Anti-Takeover Provisions of Our Certificate of Incorporation, Bylaws and Delaware Law

*The following is a summary of certain provisions of our Certificate of Incorporation, Bylaws and the Delaware General Corporation Law ( DGCL ) that may have the effect of delaying, deterring or preventing hostile takeovers or changes in control or management of Aspen. Such provisions could deprive our shareholders of opportunities to realize a premium on their stock. At the same time, these provisions may have the effect of inducing any persons*

*seeking to acquire or control us to negotiate terms acceptable to our Board.*

*Effects of authorized but unissued common stock and blank check preferred stock.* One of the effects of the existence of authorized but unissued common stock and undesignated preferred stock may be to enable our to make more difficult or to discourage an attempt to obtain control of us by means of a merger, tender offer, proxy contest or otherwise, and thereby to protect the continuity of management. If, in the due exercise of its fiduciary obligations, our Board were to determine that a takeover proposal was not in our best interest, such shares could be issued by our Board without shareholder approval in one or more transactions that might prevent or render more difficult or costly the completion of the takeover transaction by diluting the voting or other rights of the proposed acquirer or insurgent shareholder group, by putting a substantial voting block in institutional or other hands that might undertake to support the position of the incumbent Board, by effecting an acquisition that might complicate or preclude the takeover, or otherwise.

In addition, our Certificate of Incorporation grants our Board broad power to establish the rights and preferences of authorized and unissued shares of preferred stock. The issuance of shares of preferred stock could decrease the amount of earnings and assets available for distribution to holders of shares of common stock. The issuance also may adversely affect the rights and powers, including voting rights, of those holders and may have the effect of delaying, deterring or preventing a change in control of us.

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*No Cumulative Voting.* Our Certificate of Incorporation does not provide for cumulative voting in the election of directors which would allow holders of less than a majority of the stock to elect some directors.

*Vacancies.* Our Bylaws provide that vacancies on the Board may be filled by the affirmative vote of a majority of directors then in office, even if less than a quorum.

*Special Meeting of Shareholders.* A special meeting of shareholders may only be called by the Board.

*Amendments to Bylaws.* Our Bylaws permit our Board and our shareholders to repeal or amend our Bylaws, and to adopt new Bylaws, in accordance with the DGCL.

#### **Anti-takeover Effects of Delaware Law**

We are subject to the business combination provisions of Section 203 of the DGCL. In general, such provisions prohibit a publicly-held Delaware corporation from engaging in various business combination transactions such as a merger with any interested shareholder which includes, a shareholder owning 15% of a corporation's outstanding voting securities, for a period of three years after the date in which the person became an interested shareholder, unless:

The transaction is approved by the corporation's Board prior to the date the shareholder became an interested shareholder;

Upon closing of the transaction which resulted in the shareholder becoming an interested shareholder, the shareholder owned at least 85% of the shares of stock entitled to vote generally in the election of directors of the corporation outstanding excluding those shares owned by persons who are both directors and officers and specified types of employee stock plans; or

On or after such date, the business combination is approved by the Board and at least 66 2/3% of outstanding voting stock not owned by the interested shareholder.

A Delaware corporation may opt out of Section 203 with either an express provision in its original Certificate of Incorporation or an amendment to its Certificate of Incorporation or Bylaws approved by its shareholders. We have not opted out of this Statute. This Statute could prohibit, discourage or delay mergers or other takeover attempts to acquire us.

#### ***Transfer Agent and Registrar***

Action Stock Transfer Corp. serves as the registrar and transfer agent for our common stock.

**Item 2. Exhibits.**

Under the instructions as to Exhibits with respect to Form 8-A, no exhibits are required to be filed, because no other securities of the Company are registered on The NASDAQ Stock Market LLC and the common stock to be registered hereunder is not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934.

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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: July 31, 2017

By: /s/ Michael Mathews  
Name: Michael Mathews  
Title: Chief Executive Officer