

ASPEN GROUP, INC.  
Form 8-K  
May 30, 2014

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

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**FORM 8-K**

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**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): **May 29, 2014**

**ASPEN GROUP, INC.**

*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or Other Jurisdiction  
of Incorporation)*

**000-55107**  
*(Commission  
File Number)*

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

**720 South Colorado Boulevard, Suite 1150N, Denver, CO 80246**

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*(Address of Principal Executive Office) (Zip Code)*

**(303) 333-4224**

*(Registrant's telephone number, including area code)*

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))



**Item 8.01**

**Other Events**

On May 29, 2014, Aspen Group, Inc. (the “Company”) entered into a consulting agreement (the Agreement ) with AEK Consulting LLC (the Consultant ) pursuant to which the Consultant will act as a strategic advisor providing educational, business and financial advice services to the Company. In exchange for its services, the Consultant will be paid \$120,000, provided that payment will not be due until the Company achieves certain business objectives. In addition, the Consultant will be issued 800,000 Restricted Stock Units, vesting quarterly over 18 months subject to the Company’s achievement of certain business objectives and other conditions. The term of the Agreement is 18 months.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ASPEN GROUP, INC.**

Date: May 30, 2014      By:                      /s/ Michael Mathews  
Name: Michael Mathews  
Title: Chief Executive Officer