

ASPEN GROUP, INC.  
Form 8-K  
December 17, 2018

**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): **December 13, 2018**

**ASPEN GROUP, INC.**

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

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

**001-38175**  
*(Commission)*

**27-1933597**  
*(I.R.S. Employer)*

*of Incorporation)*

*File Number)*

*Identification No.)*

**276 Fifth Avenue, Suite 306, New York, New York 10001**

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

**(212) 477-1210**

*(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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (17 CFR §230.405) or Rule 12b-2 of the Securities Exchange Act of 1934 (17 CFR §240.12b-2).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.



**Item 5.07 Submission of Matters to a Vote of Security Holders.**

On December 13, 2018, Aspen Group, Inc. (the Company) held its Annual Meeting of Shareholders (the Annual Meeting). At the Annual Meeting, the Company's shareholders voted on (i) the election of seven members of the Board of Directors for a one-year term expiring at the next annual meeting of shareholders (Proposal 1); (ii) approval of Aspen Group, Inc. 2018 Equity Incentive Plan (Proposal 2); and (iii) ratification of the selection of Salberg & Company, P.A. as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2019 (Proposal 3), as described in more detail in the Company's definitive proxy statement filed with the Securities and Exchange Commission on October 31, 2018.

Set forth below are the voting results on each matter submitted to the shareholders at the Annual Meeting.

Proposal 1. The Company's shareholders voted to elect the following seven individuals as directors to hold office until the next annual meeting of shareholders.

| <u>Nominee</u>        | <u>Votes For</u> | <u>Votes Withheld</u> | <u>Broker Non-Votes</u> |
|-----------------------|------------------|-----------------------|-------------------------|
| Michael Mathews       | 8,186,826        | 55,285                | 5,569,724               |
| Frank Cotroneo        | 8,224,211        | 17,900                | 5,569,724               |
| Norman D. Dicks       | 5,230,433        | 3,011,678             | 5,569,724               |
| C. James Jensen       | 6,692,640        | 1,549,471             | 5,569,724               |
| Andrew Kaplan         | 7,543,867        | 698,244               | 5,569,724               |
| Malcolm F. MacLean IV | 8,186,826        | 55,285                | 5,569,724               |
| Sanford Rich          | 8,186,826        | 55,285                | 5,569,724               |

Proposal 2. The Company's shareholders voted to approve Aspen Group, Inc. 2018 Equity Incentive Plan.

| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> | <u>Broker Non-Votes</u> |
|------------------|----------------------|--------------------|-------------------------|
| 6,537,128        | 1,690,791            | 14,192             | 5,569,724               |

Proposal 3. The Company's shareholders voted to ratify the selection of Salberg & Company, P.A. as the Company's independent registered public accounting firm for the fiscal year ending April 30, 2019.

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| <u>Votes For</u> | <u>Votes Against</u> | <u>Abstentions</u> |
|------------------|----------------------|--------------------|
| 13,749,865       | 56,384               | 5,586              |

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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: December 17, 2018      By:                                      /s/ Michael Mathews  
Name: Michael Mathews  
Title: Chief Executive Officer