

ASPEN GROUP, INC.  
Form SC 13G/A  
January 26, 2015

**UNITED STATES**

**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 3)\***

**Aspen Group, Inc.**

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(Name of Issuer)

Common Stock and Warrants (exercisable into Common Stock)

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(Title of Class of Securities)

04530L104

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(CUSIP Number)

**January 26, 2015**

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(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 04530L104

**1** NAMES OF REPORTING PERSONS  
I.R.S. IDENTIFICATION NOS. OF  
ABOVE PERSONS (ENTITIES ONLY)  
Sophrosyne Capital, LLC

**2** CHECK THE APPROPRIATE BOX IF  
A MEMBER OF A GROUP (SEE  
INSTRUCTIONS)  
(a)   
(b)

**3** SEC USE ONLY

**4** CITIZENSHIP OR PLACE OF  
ORGANIZATION  
  
Delaware

SOLE VOTING POWER  
**5** 11,012,808 <sup>(1)</sup>

NUMBER OF  
SHARES  
BENEFICIALLY  
OWNED BY  
EACH  
REPORTING  
PERSON  
WITH:

SHARED VOTING POWER  
**6**

SOLE DISPOSITIVE POWER  
**7** 11,012,808 <sup>(1)</sup>

SHARED DISPOSITIVE POWER  
**8**

**9** AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY EACH  
REPORTING PERSON  
11,012,808 <sup>(1)</sup>

**10** CHECK IF THE AGGREGATE AMOUNT  
IN ROW (9) EXCLUDES CERTAIN

SHARES (SEE INSTRUCTIONS)

x

11

PERCENT OF CLASS REPRESENTED  
BY AMOUNT IN ROW (9)

9.67% <sup>(2)</sup>

12

TYPE OF REPORTING PERSON (SEE  
INSTRUCTIONS)

IA

FOOTNOTES

(1) Does not include additional shares of common stock issuable upon the exercise of warrants which contain a “blocker” provision under which the reporting entity can only exercise warrants to a point where beneficial ownership does not exceed 9.99% of the issuer’s outstanding shares (“Blocker Warrants”).

(2) If not for the “Blocker”, the reporting entity would own in excess of 9.99% of the issuer’s outstanding shares of common stock based on 112,501,897 shares outstanding as of December, 2014.

**Item 1.**

(a) Name of Issuer  
Aspen Group, Inc.

(b) Address of Issuer's Principal Executive Offices  
720 South Colorado Boulevard, Suite 1150N  
  
Denver, CO 80246

**Item 2.**

(a) Name of Person Filing  
Benjamin J. Taylor

(b) Address of Principal Business Office or, if none, Residence  
156 E 36<sup>th</sup> Street  
  
At 2 Sniffen Court  
  
New York, NY 10016

(c) Citizenship  
USA

(d) Title of Class of Securities  
Common Stock and Warrants (exercisable into Common Stock)

(e) CUSIP Number  
04530L104

**Item 3.** If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

(a) Broker or dealer registered under section 15 of the Act (15 U.S.C. 78o).

- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser in accordance with §240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with §240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with § 240.13d-1(b)(1)(ii)(G);
- (h) A savings associations as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);

(j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J).

(k) A group, in accordance with § 240.13d-1(b)(1)(ii)(K). If filing as a non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J), please specify the type of institution: Not Applicable

#### **Item 4. Ownership.**

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned: 11,012,808 <sup>(1)</sup>

(b) Percent of class: 9.67% <sup>(2)</sup>

(c) Number of shares as to which the person has:

(i) Sole power to vote or to direct the vote: 11,012,808 <sup>(1)</sup>

(ii) Shared power to vote or to direct the vote:

(iii) Sole power to dispose or to direct the disposition of: 11,012,808 <sup>(1)</sup>

(iv) Shared power to dispose or to direct the disposition of:

#### **Item 5. Ownership of Five Percent or Less of a Class**

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following o ..

Not Applicable

**Item 6. Ownership of More than Five Percent on Behalf of Another Person.**

Not applicable

**Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company**

Not Applicable

**Item 8. Identification and Classification of Members of the Group**

Not applicable

**Item 9. Notice of Dissolution of Group**

Not Applicable



**Item Certification 10.**

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect.

**SIGNATURE**

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Date: January 26, 2015 /s/ Benjamin J Taylor  
Name: Benjamin J Taylor  
Title: Managing Member of G.P.

**Footnotes:**

**Attention:** Intentional misstatements or omissions of fact constitute Federal criminal violations (See 18 U.S.C. 1001)