

Solomon Ricky D
Form 4
January 14, 2019

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
Solomon Ricky D

2. Issuer Name and Ticker or Trading Symbol
ASPEN GROUP, INC. [ASPU]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
276 FIFTH AVENUE, SUITE 306

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/09/2019

Director 10% Owner
 Officer (give title below) Other (specify below)

NEW YORK, NY 10001

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | 01/10/2019 | | M | 6,771 A | \$ 1.86 116,421 | D | |
| Common Stock | 01/10/2019 | | M | 8,334 A | \$ 2.4 124,755 | D | |
| Common Stock | 01/10/2019 | | M | 8,334 A | \$ 2.4312 133,089 | D | |
| Common Stock | 01/10/2019 | | F | 10,529 D | \$ 5.02 122,560 | D | |
| Common Stock | 01/10/2019 | | S | 2,000 D | \$ 5.15 120,560 | D | |
| | 01/10/2019 | | M | 87,719 A | \$ 2.28 208,279 | D | |

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| | | | | | | | | |
|--------------|------------|--|---|--------|---|-----------|---------|---|
| Common Stock | | | | | | | | |
| Common Stock | 01/10/2019 | | M | 21,930 | A | \$ 2.28 | 230,209 | D |
| Common Stock | 01/10/2019 | | F | 48,467 | D | \$ 5.158 | 181,742 | D |
| Common Stock | 01/11/2019 | | S | 2,400 | D | \$ 5.0126 | 179,342 | D |
| Common Stock | 01/09/2019 | | S | 6,000 | D | \$ 5.053 | 9,000 | I |

Held in IRA

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | |
|---|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Options (Right to Buy) ⁽¹⁾ | \$ 1.86 | 01/10/2019 | | M | 6,771 | 09/04/2014 | 09/04/2019 | Common Stock | 6,771 |
| Stock Options (Right to Buy) ⁽¹⁾ | \$ 2.4 | 01/10/2019 | | M | 8,334 | 09/16/2014 | 09/16/2019 | Common Stock | 8,334 |
| Stock Options (Right to Buy) ⁽¹⁾ | \$ 2.4312 | 01/10/2019 | | M | 8,334 | 12/11/2014 | 12/11/2019 | Common Stock | 8,334 |
| Warrants ⁽²⁾ | \$ 2.28 | 01/10/2019 | | M | 87,719 | 03/10/2014 | 03/10/2019 | Common Stock | 87,719 |
| | \$ 2.28 | 01/10/2019 | | M | 21,930 | 06/24/2014 | 06/24/2019 | | 21,930 |

Warrants
(2)Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Solomon Ricky D 276 FIFTH AVENUE SUITE 306 NEW YORK, NY 10001 | X | | | |

Signatures

| | |
|--|------------|
| /s/ Rick D. | |
| Solomon | 01/14/2019 |
| <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).
- (1) The Reporting Person cashlessly exercised the stock options which were expiring in 2019. The exercise of the stock options was exempt under Rule 16b-6 and the disposition of shares to the Issuer was pre-approved in advance by the Issuer's Board of Directors as required by Rule 16b-3.
- (2) The Reporting Person cashlessly exercised warrants which were expiring in 2019. The exercise of the warrants was exempt under Rule 16b-6 and the disposition of shares to the Issuer was pre-approved in advance by the Issuer's Board of Directors as required by Rule 16b-3.

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