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#### ″**M**mm 0 **UNITED STATES** 01¢F203 SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## **SCHEDULE 13D**

**Under the Securities Exchange Act of 1934** (Amendment No. 1)

# Aspen Group, Inc. (Name of Issuer)

Common Stock, \$0.001 Par Value Per Share (Title of Class of Securities)

04530L203

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1	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
	TYPE OF REPORTING PERSON

### CUSIP NO. 04530L203

	NAME OF REPORTING PERSON					
	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP					
	SEC USE ONLY					
	SOURCE OF FUNDS					
	CHECK IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEMS 2(D) OR 2(E)					
	CITIZENSHIP OR PLACE OF ORGANIZATION					
NUMBER OF S BENEFICIALLY (		SOLE VOTING POWER				
EACH REPORTIN						
WITH		SHARED VOTING POWER				
		SOLE DISPOSITIVE POWER				
		SHARED DISPOSITIVE POWER				
	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON					
	CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES					
	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)					
	TYPE OF REPORTING PERSON					
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Item 3. Source and Amount of Funds or Other Consideration

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Item 4. Purpose of Transaction

Item 5. Interest in Securities of the Issuer

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Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer

Item 7. Material to Be Filed as Exhibits

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SIGNATURE

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<u>Annex 1</u>

## **Transactions by Calm Waters Partnership**

Trade Date

Activity

Number of Shares

Gross Price mbe art"t"

"Fair Value"

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4. Adjustments to Exercise Price and Number of Shares Subject to Warrant

"Common Stock"

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8. Charges, Taxes and Expenses

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9. Certain Notices to Holder

10. No Rights as a Shareholder

**11.** Additional Covenants of t

[Signature Page to Warrant]

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