

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.
(Name of Issuer)

Common Stock
(Title of Class of Securities)

04530L104
(CUSIP Number)

December 31, 2014
(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).

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1 NAME OF REPORTING PERSONS LEON G. COOPERMAN
 I.R.S. IDENTIFICATION NO. OF
 ABOVE PERSONS
 (ENTITIES ONLY)

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

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES **5** SOLE VOTING POWER 11,238,939 (1)

BENEFICIALLY OWNED BY **6** SHARED VOTING POWER -0-

EACH REPORTING **7** SOLE DISPOSITIVE POWER 11,238,939 (1)

PERSON WITH: **8** SHARED DISPOSITIVE POWER -0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 11,238,939 (1) (2)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW 9 EXCLUDES CERTAIN SHARES

11 PERCENT OF CLASS REPRESENTED 9.99% (2)
BY AMOUNT IN ROW 9

12 TYPE OF REPORTING PERSON IN

Does not include additional shares of common stock issuable upon the exercise of warrants which contain a blocker provision under which the reporting person can only exercise his warrants to a point where he would

(1) beneficially own a maximum of 9.99% of the issuer's outstanding shares (the "Blocker"). Subject to the terms of the Blocker the reporting person has the immediate right to purchase an additional 4,000,000 shares. The reporting person owns directly 8,000,000 shares.

(2) If not for the Blocker, the reporting person would own in excess of 9.99% of the Issuer's outstanding shares of common stock. based upon 112,501,897 shares outstanding as of December 1, 2014.

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BACKGROUND The Schedule 13G/A filed on January 23, 2015 inadvertently overlooked that Mr. Cooperman owned 4,000,000 Warrants convertible into the Issuer's Common Stock, and the purpose of this Amendment is to correct that mistake.

Item 1(a). Name of Issuer:

Aspen Group, Inc.

Item 1(b). Address of Issuer's Principal Executive Offices:

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

Item 2(a). Name of Person Filing:

Leon G. Cooperman

Item 2(b). Address of Principal Business Office or, if None, Residence:

11431 W. Palmetto Park Road, Boca Raton, FL 33428

Item 2(c). Citizenship:

United States

Item 2(d). Title of Class of Securities:

Common Stock (the "Shares")

Item 2(e). CUSIP Number:

04530L 104

Item 3. If This Statement is Filed Pursuant to §§240.13d-1(b), or 240.13d-2(b) or (c).

This Item 3 is inapplicable.

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Ownership.

Item

- 4.** See Item 5 through 9 and 11 of cover page. The amount beneficially owned includes, where appropriate, securities not outstanding, which are subject to options, warrants, rights or conversion privileges that are exercisable within 60 days of this filing.

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

Item

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

This Item 6 is inapplicable.

Item

- 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company or Control Person.**

This Item 7 is inapplicable.

Item

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

This Item 8 is inapplicable.

Item

- 9. Notice of Dissolution of Group.**

This Item 9 is inapplicable.

Item

- 10. Certification.**

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.

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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 as of December 31, 2014

Signature: /s/ Alan M. Stark

Name: Alan M. Stark

Title: Attorney In Fact

Duly authorized under POA effective as of March 1, 2013 and filed on May 20, 2013