

ASPEN GROUP, INC.
Form SC 13G
November 17, 2016

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

SCHEDULE 13G
Under the Securities Exchange Act of 1934
INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c), AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO RULE 13d-2

Aspen Group, Inc.
(Name of Issuer)

Common Stock, par value \$0.001
(Title of Class of Securities)

04530L104
(CUSIP Number)

November 4, 2016
(Date of Event Which Requires Filing of the 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 on 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

13G

1. NAME OF REPORTING PERSONS

Kinderhook 2 GP, 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

5. SOLE VOTING POWER

NUMBER OF

SHARES 0

6. SHARED VOTING POWER

BENEFICIALLY

OWNED BY 7,238,608

EACH 7. SOLE DISPOSITIVE POWER

REPORTING

PERSON 0

8. SHARED DISPOSITIVE POWER

WITH

7,238,608

9. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

7,238,608

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

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

12. 5.3%
TYPE OF REPORTING PERSON (See Instructions)

IA

Item 1(a). Name of Issuer: Aspen Group, Inc.

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

1660 S Albion Street, Suite 525

Denver, CO 80222

Item 2(a). Name of Person Filing: Kinderhook 2 GP, LLC

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

2 Executive Drive, Suite 585

Fort Lee, New Jersey 07024

Item 2(c). Kinderhook 2 GP, LLC Delaware

Item 2(d). Title of Class of Securities: Common Stock, par value \$0.001

Item 2(e). CUSIP Number: 04530L104

Item 3. If this statement is filed pursuant to Rules 13d-1(b), or 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 Rule 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 association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);

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- (i) A church plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act (15 U.S.C. 80a-3);
- (j) A non-U.S. institution in accordance with § 240.13d-1(b)(1)(ii)(J);
- (k) 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:

Item 4. Ownership:

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

- (a) Amount beneficially owned:

- (b) Percent of Class:

- (c) Number of shares as to which such person has
 - (i) sole power to vote or to direct the vote:

 - (ii) shared power to vote or to direct the vote:

 - (iii) sole power to dispose or to direct the disposition of:

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

Ownership as of November 4, 2016 of 7,238,608 shares of Common Stock of the Issuer (the Shares), is incorporated herein by reference from items (5) (9) and (11) of the cover page of this Schedule 13G. Percentage ownership is calculated based on 137,958,145 shares of Common Stock outstanding on September 14, 2016 as reported in the Issuer s Form 10-Q for the quarter ended July 31, 2016.

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 5 percent of the class of securities, check the following .

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

Kinderhook 2 GP, LLC (the General Partner) serves as the general partner to Kinderhook 2, LP, the record holder of the Shares (the Partnership), and is responsible for making investment decisions on the Partnership s behalf. Messrs. Tushar Shah and Stephen Clearman serve as the General Partner s co-managing members.

Item 7. Identification and Classification of the Subsidiary which Acquired the Security Being Reported on by the Parent Holding Company or Control Person:

Not Applicable

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

Not Applicable

Item 9. Notice of Dissolution of Group:

Not Applicable

Item 10. Certifications:

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were acquired and are held in the ordinary course of business and 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 its knowledge and belief, I certify (the undersigned certifies) that the information set forth in this statement is true, complete and correct.

November 15, 2016
(Date)

/s/ Tushar Shah
(Signature)

Tushar Shah, Managing Member of
Kinderhook 2 GP, LLC
Name and Title