

ASPEN GROUP, INC.
Form SC 13G/A
February 10, 2017

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G/A*

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**

(Amendment No. 2)*

Aspen Group, Inc.

(Name of Issuer)

Common Stock, par value \$0.01

(Title of Class of Securities)

04530L104

(CUSIP Number)

December 31, 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*).

Page 1

Cusip No. 04530L104 **13G/A**

NAME OF REPORTING PERSONS

1. Kinderhook 2 GP, LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (see instructions)

2. (a) (b)

SEC USE ONLY

3.

4. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

5. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON:
SOLE VOTING POWER 0
SHARED VOTING POWER 7,837,837

6. NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON:
7. SOLE DISPOSITIVE POWER 0

PERSON

WITH 8. SHARED DISPOSITIVE POWER 7,837,837

9. AGGREGATE AMOUNT BENEFICIALLY OWNED
BY EACH REPORTING PERSON 7,837,837

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

CERTAIN SHARES []

11. PERCENT OF CLASS REPRESENTED BY
AMOUNT IN ROW (9) 5.7%

12. TYPE OF REPORTING PERSON (See Instructions)
IA

Cusip No. 04530L104 **13G/A**

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). **Citizenship:** 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);
- (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:

Cusip No. 04530L104 13G/A

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 December 12, 2016 of 137,958,145 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 December 12, 2016 as reported in the Issuer’s Form 10-Q for the quarter ended October 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

Page 4

Cusip No. 04530L104 13G/A

Item 10. Certifications:

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 its knowledge and belief, I certify (the undersigned certifies) that the information set forth in this statement is true, complete and correct.

February 10, 2017
(Date)

/s/ Tushar Shah
(Signature)

Tushar Shah, Managing Member of

Kinderhook 2 GP, LLC
Name and Title

Page 5