

ASPEN GROUP, INC.
Form SC 13G/A
February 07, 2019

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

SCHEDULE 13G

Under the Securities Exchange Act of 1934

(Amendment No. 2)*

Aspen Group, Inc.

(Name of Issuer)

Common Stock, \$0.001 par value

(Title of Class of Securities)

04530L203

(CUSIP Number)

December 31, 2018

(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)

ü 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).

1 NAME OF REPORTING PERSONS

Goudy Park Management, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) ..

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

| | | |
|---------------------|----------|-------------------------------|
| | 5 | SOLE VOTING POWER |
| NUMBER OF | | 1,700,000 (1) |
| SHARES | 6 | SHARED VOTING POWER |
| BENEFICIALLY | | |
| OWNED BY | | 0 |
| EACH | 7 | SOLE DISPOSITIVE POWER |
| REPORTING | | |
| PERSON | | |
| WITH | | |

1,700,000 (1)

8 SHARED DISPOSITIVE
POWER

0

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,700,000

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

..

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

9.2% (1)(2)

12 TYPE OF REPORTING PERSON

OO

(1) Represents shares of the issuer's Common Stock.

(2) As of December 31, 2018, there were 18,427,124 shares of the issuer's Common Stock outstanding.

Item 1(a) Name of Issuer:

Aspen Group, Inc.

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

276 Fifth Avenue, Suite 306

New York, NY 10001

Item 2(a) Name of Person Filing:

Goudy Park Management, LLC

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

1 N. Franklin Street, Suite 350, Chicago, IL 60606.

Item 2(c) Citizenship:

Delaware

Item 2(d) Title of Class of Securities:

Common Stock; \$0.001 par value

Item 2(e) CUSIP Number:

04530L203

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,
- (b) .. Bank as defined in Section 3(a)(6) of the Act,
- (c) .. Insurance Company as defined in Section 3(a)(19) of the Act,
- (d) .. Investment Company registered under Section 8 of the Investment Company Act of 1940,
- (e) .. Investment Adviser registered under Section 203 of the Investment Advisers Act of 1940,
- (f) .. Employee Benefit Plan or Endowment Fund in accordance with Rule 13d-1(b)(1)(ii)(F),
- (g) .. Parent Holding Company or control person in accordance with Rule 13d-1(b)(1)(ii)(G),
- (h) .. Savings Association as defined in Section 3(b) of the Federal Deposit Insurance Act,
- (i) .. Church Plan that is excluded from the definition of an investment company under Section 3(c)(14) of the Investment Company Act of 1940,
- (j) .. A non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J);
- (k) .. Group, in accordance with Rule 13d-1(b)(1)(ii)(K).

If filing as a non-U.S. institution in accordance with Rule 13d-1(b)(1)(ii)(J), please specify the type of institution:

Item 4 Ownership:

See items 5-11 of each cover page. Information as of December 31, 2018. Does not include transactions subsequent to December 31, 2018. Goudy Park Management, LLC did not and does not have any intent to obtain control of the issuer.

Item 5 Ownership of Five Percent or Less of a Class:

Not applicable.

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

Not applicable.

Item 7 Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on by the Parent Holding Company:

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 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, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURE

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: February 6, 2019

Goudy Park Management, LLC

By: /s/ Jamie DeYoung
Jamie DeYoung, Managing Member

Date: