

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

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

SCHEDULE 13G

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

Aspen Group, Inc.
(Name of Issuer)

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

04530L104
(CUSIP Number)

December 31, 2016
(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).

CUSIP No. 04530L104

NAMES OF REPORTING PERSONS

1 Global Undervalued Securities Master Fund,
L.P.

CHECK THE APPROPRIATE BOX IF A
MEMBER OF A GROUP (SEE
INSTRUCTIONS)

2 (a)
(b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
ORGANIZATION

Delaware

SOLE VOTING POWER

5

NUMBER OF
SHARES
BENEFICIALLY

-0-
SHARED VOTING POWER

6

OWNED BY
EACH
REPORTING

619,607 *
SOLE DISPOSITIVE POWER

7

PERSON
WITH

-0-
SHARED DISPOSITIVE POWER

8

619,607 *

AGGREGATE AMOUNT
BENEFICIALLY OWNED BY EACH
REPORTING PERSON

9

619,607 *

CHECK IF THE AGGREGATE AMOUNT
IN ROW (11) EXCLUDES CERTAIN
SHARES (SEE INSTRUCTIONS)

10

PERCENT OF CLASS REPRESENTED
BY AMOUNT IN ROW (11)

11

5.4%

TYPE OF REPORTING PERSON (SEE
INSTRUCTIONS)

12

PN

* Reflects a one-for-twelve reverse stock split of the Common Stock effected January 10, 2017.

CUSIP No. 04530L104

1 NAMES OF REPORTING PERSONS
 Kleinheinz Capital Partners, Inc.
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP (SEE
 2 INSTRUCTIONS)
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
 Texas
 SOLE VOTING POWER
 5
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 -0- SHARED VOTING POWER
 6 619,607 *
 SOLE DISPOSITIVE POWER
 7
 -0- SHARED DISPOSITIVE POWER
 8
 619,607 *
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 9
 619,607 *
 CHECK IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES (SEE INSTRUCTIONS)
 10

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 11
 5.4%
 TYPE OF REPORTING PERSON (SEE INSTRUCTIONS)
 12
 IA

* Reflects a one-for-twelve reverse stock split of the Common Stock effected January 10, 2017.

CUSIP No. 04530L104

1 NAMES OF REPORTING PERSONS
 John Kleinheinz
 CHECK THE APPROPRIATE BOX IF A
 MEMBER OF A GROUP (SEE
 2 INSTRUCTIONS)
 (a)
 (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF
 ORGANIZATION
 United States
 SOLE VOTING POWER
 5
 NUMBER OF -0-
 SHARES SHARED VOTING POWER
 BENEFICIALLY OWNED BY 6
 EACH 619,607 *
 REPORTING PERSON SOLE DISPOSITIVE POWER
 WITH 7
 -0-
 SHARED DISPOSITIVE POWER
 8
 619,607 *
 AGGREGATE AMOUNT
 BENEFICIALLY OWNED BY EACH
 9 REPORTING PERSON
 619,607 *
 CHECK IF THE AGGREGATE AMOUNT
 10 IN ROW (11) EXCLUDES CERTAIN
 SHARES (SEE INSTRUCTIONS)

11 PERCENT OF CLASS REPRESENTED
 BY AMOUNT IN ROW (11)
 5.4%
 TYPE OF REPORTING PERSON (SEE
 12 INSTRUCTIONS)
 IN

* Reflects a one-for-twelve reverse stock split of the Common Stock effected January 10, 2017.

SCHEDULE 13G

This Amendment No. 1 to Schedule 13G ("Amendment") is an amendment to the initial statement on Schedule 13G relating to shares of Common Stock, par value \$0.001 per share (the "Common Stock") of Aspen Group, Inc., a Delaware corporation (the "Issuer"), filed on September 12, 2014. This Amendment is being filed on behalf of Global Undervalued Securities Master Fund, L.P., a Delaware limited partnership (the "Master Fund"), Kleinheinz Capital Partners, Inc., a Texas corporation ("KCP"), and John Kleinheinz (collectively, the "Reporting Persons"). This Amendment relates to shares of Common Stock of the Issuer purchased by KCP for the account of the Master Fund. KCP acts as investment adviser to the Master Fund. Mr. Kleinheinz is the principal of KCP.

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, Colorado 80222

Item 2(a) Name of Person Filing.

(1) Global Undervalued Securities Master Fund, L.P.

(2) Kleinheinz Capital Partners, Inc.

(3) John Kleinheinz

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

(1) Global Undervalued Securities Master Fund, L.P.

301 Commerce Street, Suite 1900

Fort Worth, Texas 76102

(2) Kleinheinz Capital Partners, Inc.

301 Commerce Street, Suite 1900

Fort Worth, Texas 76102

(3) John Kleinheinz

301 Commerce Street, Suite 1900

Fort Worth, Texas 76102

Item 2(c) Citizenship or Place of Organization.

(1) Global Undervalued Securities Master Fund, L.P. is a Delaware limited partnership.

(2) Kleinheinz Capital Partners, Inc. is a corporation organized under the laws of the State of Texas.

(3) John Kleinheinz is a U.S. citizen.

Item 2(d) Title of Class of Securities.

Common Stock, par value \$0.001 per share

Item 2(e) CUSIP Number.

04530L104

Item 3 If this statement is filed pursuant to §§240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:
Not Applicable.

Item 4 Ownership.

Based on information provided in the Issuer's Form 8-K filed on January 13, 2017, a one-for-12 reverse stock split of the Company's common stock was effective as of January 10, 2017. The Reporting Persons may be deemed the (a) beneficial owners of 619,607 shares of Common Stock held by the Master Fund, after giving effect to such reverse stock split.

(b) The Reporting Persons may be deemed to be the beneficial owners of 5.4% of the 11,496,512 outstanding shares of Common Stock of the Issuer following such reverse stock split.

(c) Number of shares as to which each Reporting Persons has:

(i) sole power to vote or direct the vote of any shares:

No Reporting Person has sole power to vote or direct the vote of any shares

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

Each Reporting Person has shared power to vote or direct the vote of 619,607 shares

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

No Reporting Person has sole power to dispose or direct the disposition of any shares

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

Each Reporting Person has shared power dispose or direct the disposition of 619,607 shares

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 Persons have ceased to be the beneficial owners of more than five percent of the class of securities, check the following o .

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 acquired and 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, other than activities solely in connection with a nomination under Rule 14a-11.

Exhibits

Exhibit A Joint Filing Agreement, dated September 12, 2014, by and among the Reporting Persons, filed as Exhibit A to Statement on Schedule 13G of the Reporting Persons filed on September 12, 2014, is incorporated herein by reference.

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 13, 2017

GLOBAL UNDERVALUED SECURITIES MASTER FUND, L.P.

By: Kleinheinz Capital Partners, Inc., its general partner

By: /s/ John B. Kleinheinz

Name: John B. Kleinheinz

Title: President

KLEINHEINZ CAPITAL PARTNERS, INC.

By: /s/ John B. Kleinheinz

Name: John B. Kleinheinz

Title: President

JOHN B. KLEINHEINZ, INDIVIDUALLY

/s/ John B. Kleinheinz

John B. Kleinheinz