

MILKEN LOWELL J
Form 4
December 11, 2009

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
MILKEN LOWELL J

2. Issuer Name and Ticker or Trading Symbol
K12 INC [LRN]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
____ Officer (give title below) Other (specify below)

1250 FOURTH STREET

12/09/2009

See Footnotes 1 to 7

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA MONICA, CA 90401

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	12/09/2009		X	2,497 A \$ 8.16	85,000	I <u>(1)</u> <u>(2)</u> <u>(7)</u>	Cornerstone Financial Group LLC
Common Stock	12/09/2009		S	1,126 D \$ 18.1	83,874	I <u>(1)</u> <u>(2)</u> <u>(7)</u>	Cornerstone Financial Group LLC
Common Stock	12/09/2009		X	7,965 A \$ 8.16	7,965	I <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u>	Knowledge Universe Learning Group LLC
	12/09/2009		S	3,591 D	4,374		

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Common Stock	\$ 18.1	I <u>(3)</u> <u>(4)</u> <u>(5)</u> <u>(7)</u>	Knowledge Universe Learning Group LLC
Common Stock	1,522	I <u>(5)</u> <u>(6)</u> <u>(7)</u>	Hampstead Associates L.L.C.
Common Stock	4,665,083	I <u>(5)</u> <u>(6)</u> <u>(7)</u>	Learning Group LLC
Common Stock	399,171	I <u>(5)</u> <u>(6)</u> <u>(7)</u>	Learning Group Partners
Common Stock	20,000	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Common Stock Warrants (right to buy)	\$ 8.16	12/09/2009		X	2,497	03/12/2003 12/18/2009	Common Stock	2,497
Common Stock Warrants (right to buy)	\$ 8.16	12/09/2009		X	7,965	04/13/2007 12/18/2009	Common Stock	7,965

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Partners and Ridgeview, but disclaims such beneficial ownership except to the extent of his pecuniary interest therein.

- The Reporting Persons may be deemed to be a group, and also may be deemed to be a group with Michael R. Milken and other entities which are controlled, directly or indirectly, by Michael R. Milken. The Reporting Persons disclaim such group membership. The filing of
- (7) this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, a Reporting Person is the beneficial owner of equity securities covered by this statement or any other statement that are beneficially owned, directly or indirectly, by any other person.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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