K12 INC Form 4 April 07, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2. Issuer Name and Ticker or Trading

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations may continue.

Check this box

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

(Last)

1. Title of

Security

(Instr. 3)

Common

Stock

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * Cleveland Allison

(Middle)

2300 CORPORATE PARK DRIVE, SUITE 200

(First)

(Street)

3. Date of Earliest Transaction

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner

X_ Officer (give title Other (specify below) EVP, School Mgmt. & Services

6. Individual or Joint/Group Filing(Check

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

HERNDON, VA 20171

(City) (State) (Zip)

04/02/2015

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if

(Month/Day/Year)

Symbol

K12 INC [LRN]

(Month/Day/Year)

04/02/2015

Code (Instr. 8)

3.

4. Securities Acquired Transaction(A) or Disposed of (D) (Instr. 3, 4 and 5)

Owned Following Reported (A) Transaction(s)

16.69

Amount (D) Price $F^{(1)}$ 486 D

5. Amount of Securities Beneficially

(Instr. 3 and 4)

41,216

Person

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

(D) or Indirect (I) (Instr. 4)

D

Form: Direct Indirect Beneficial Ownership (Instr. 4)

6. Ownership 7. Nature of

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionNumber		Expiration D	ate	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securities	(Instr. 5)	Bene
	Derivative				Securities Acquired		(Instr. 3 and 4))	Owne	
	Security								Follo	
	•				(A) or					Repo
					Disposed					Trans
					of (D)					(Instr
					(Instr. 3,					
					4, and 5)					
								Amoun	t	
								or	·	
						Date	Expiration	Title Numbe	r	
						Exercisable	Date	of		
				Code V	(A) (D)			Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Cleveland Allison 2300 CORPORATE PARK DRIVE **SUITE 200** HERNDON, VA 20171

EVP, School Mgmt. & Services

Signatures

/s/ Christopher Ryan, attorney-in-fact

04/07/2015

**Signature of Reporting Person

Date

Explanation of Responses:

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Represents the number of shares withheld by the company upon the vesting of restricted shares to cover the executive's withholding tax on income associated with the satisfaction of all vesting conditions. The number of shares withheld is based upon the closing price of a share of K12 common stock on the date prior to the vesting date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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