K12 INC Form 4 September 03, 2013

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB APPROVAL OMB** 

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person ** Murray Timothy			2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			K12 INC [LRN]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
2300 CORPORATE PARK DRIVE  (Street)  HERNDON, VA 20171			(Month/Day/Year) 08/29/2013	Director 10% OwnerX Officer (give title Other (specify below) President and COO  6. Individual or Joint/Group Filing(Check			
			4. If Amendment, Date Original				
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zin)					

(City)	(State) (	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)	Code (Instr. 8)	4. Securitie r(A) or Disp (Instr. 3, 4 a	osed of and 5)  (A) or	of (D)	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)		
Common Stock	08/29/2013		Code V A	Amount 30,000 (1)	(D) A	\$ 0	85,879	D			
Common Stock	08/29/2013		A	100,000 (2)	A	\$0	185,879	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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underl	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ties	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A mannt		
									Amount		
						Date	Expiration		Or		
						Exercisable	Date		Number		
				C-1- V	(A) (D)				of		
				Coae V	(A) (D)				Shares		

# **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

> > President

and COO

Murray Timothy 2300 CORPORATE PARK DRIVE HERNDON, VA 20171

### **Signatures**

/s/ John C. Grothaus, 09/03/2013 attorney-in-fact

\*\*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).
- These shares are restricted and will vest semi-annually, with 20% vesting in the first year and 40% vesting in each of the next two years following the grant date.
- These shares are restricted and will only begin vesting upon the achievement of performance objectives based on the Company's fiscal year 2014 EBITDA and capital expenditures. Upon a determination of the extent to which the performance objectives were achieved, which will correspondingly determine the number of shares to be vested, the shares will vest as follows: 12% shall vest immediately, 48% shall vest in four equal installments every six months thereafter, 20% shall vest after three years, and 20% shall vest after four years.

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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