

K12 INC  
Form 4  
February 10, 2016

**FORM 4**

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

OMB APPROVAL

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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 \*  
Udell Stuart

(Last) (First) (Middle)  
2300 CORPORATE PARK  
DRIVE, SUITE 200  
(Street)

HERNDON, VA 20171

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/08/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chief Executive Officer

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/08/2016		A		155,602 (1)	A	\$ 0
					155,602	D	

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

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(9-02)

**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 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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Right (2)	(2)	02/08/2016		A	76,923	(2) 02/08/2019	Common Stock	76,923	
Restricted Stock Right (3)	(3)	02/08/2016		A	93,750	(3) 02/08/2019	Common Stock	93,750	
Restricted Stock Right (4)	(4)	02/08/2016		A	157,895	(4) 02/08/2019	Common Stock	157,895	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Udell Stuart 2300 CORPORATE PARK DRIVE SUITE 200 HERNDON, VA 20171	X		Chief Executive Officer	

## Signatures

/s/ John C. Grothaus,  
attorney-in-fact

02/10/2016

\_\_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).

(1) Shares vest 25% on the one year anniversary of the effective date of the recipient's employment agreement and the remaining 75% in eight (8) substantially equal quarterly installments thereafter.

(2) Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon K12's common stock achieving an average stock price that equals or exceed \$13 per share over a consecutive 30 day period within 3 years from the effective date of the recipient's employment agreement.

(3) Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon K12's common stock achieving an average stock price that equals or exceed \$16 per share over a consecutive 30 day period within 3 years from the effective date of the recipient's employment agreement.

(4) Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon K12's common stock achieving an average stock price that equals or exceed \$19 per share over a consecutive 30 day period within 3 years from the effective date of the recipient's employment agreement.

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