

K12 INC  
Form 4  
August 30, 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 \*  
DAVIS NATHANIEL A

(Last) (First) (Middle)  
2300 CORPORATE PARK DRIVE  
(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)  
08/26/2016

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)  
Executive Chairman

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |   |
| Common Stock                    | 08/26/2016                           |  | A <sup>(1)</sup>               |   | 36,858<br>(2)   | A  | \$ 0 426,945 D  |
| Common Stock                    | 08/26/2016                           |  | M <sup>(3)</sup>               |   | 38,462<br>(4)   | A  | \$ 0 465,407 D  |
| Common Stock                    | 08/26/2016                           |  | F <sup>(5)</sup>               |   | 9,174   | D  | \$ 11.39 456,233 D                                    |

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

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number.

**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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Restricted Stock Right <sup>(6)</sup>      | <u>(6)</u>   | 08/26/2016                           |  | M                              | 38,462  | <u>(6)</u> 02/08/2018                                    | Common Stock  | 38,462                     |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                    |       |
|---|---------------|-----------|--------------------|-------|
|   | Director      | 10% Owner | Officer            | Other |
| DAVIS NATHANIEL A<br>2300 CORPORATE PARK DRIVE<br>HERNDON, VA 20171 | X             |           | Executive Chairman |       |

## Signatures

/s/ Christopher R. Ryan,  
attorney-in-fact

08/30/2016

\*\*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) Acquisition is in connection with the September 10, 2015 award and achievement of performance objectives.

(2) These shares are restricted and will vest as follows: one-third of the shares will vest immediately, and on August 26, 2017 and August 26, 2018, respectively.

(3) Acquisition is in connection with the February 8, 2016 award and achievement of performance objectives.

(4) These shares are restricted and will vest as follows: 50% vest immediately and the remaining 50% vest equally in three semi-annual installments.

(5) 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 vesting date, or if the vesting date fell on a weekend or market holiday, upon the closing price of a share of K12 common stock on the most recent prior market day.

(6) 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 exceeds \$13 per share over a consecutive 30 day period within 2

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years from the effective date of the recipient's employment agreement.

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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