

K12 INC  
Form 3/A  
February 12, 2008

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â TISCH ANDREW H</p> <p>(Last) (First) (Middle)</p> <p>667 MADISON AVENUE,Â 7TH FLOOR</p> <p>(Street)</p> <p>NEW YORK,Â NYÂ 10021</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>12/12/2007</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>K12 INC [LRN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Chairman of the Board</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>12/12/2007</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**Table I - Non-Derivative Securities Beneficially Owned**

<p>1. Title of Security (Instr. 4)</p>	<p>2. Amount of Securities Beneficially Owned (Instr. 4)</p>	<p>3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)</p>	<p>4. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

<p>1. Title of Derivative Security (Instr. 4)</p>	<p>2. Date Exercisable and Expiration Date (Month/Day/Year)</p> <p>Date Exercisable      Expiration Date</p>	<p>3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)</p> <p>Title      Amount or Number of Shares</p>	<p>4. Conversion or Exercise Price of Derivative Security</p>	<p>5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)</p>	<p>6. Nature of Indirect Beneficial Ownership (Instr. 5)</p>
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(Instr. 5)

Stock Option (right to buy)	Â (1)	12/31/2009	Common Stock	4,901	\$ 6.83	D	Â
Stock Option (right to buy)	Â (2)	12/31/2010	Common Stock	9,802	\$ 6.83	D	Â
Stock Option (right to buy)	Â (3)	12/31/2011	Common Stock	9,803	\$ 6.83	D	Â
Stock Option (right to buy)	Â (4)	12/31/2012	Common Stock	9,803	\$ 6.83	D	Â
Stock Option (right to buy)	Â (5)	12/31/2013	Common Stock	9,803	\$ 7.65	D	Â
Stock Option (right to buy)	Â (6)	12/31/2014	Common Stock	9,803	\$ 9.18	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TISCH ANDREW H 667 MADISON AVENUE 7TH FLOOR NEW YORK, NY 10021	Â X	Â	Â	Chairman of the Board

## Signatures

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

02/12/2008

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Option was granted on July 23, 2002 and vests over 4 years in 16 quarterly installments.
- (2) Option was granted on February 10, 2003 and vests over 4 years in 16 quarterly installments.
- (3) Option was granted on March 31, 2004 and vests over 4 years in 16 quarterly installments.
- (4) Option was granted on March 24, 2005 and vests over 4 years in 16 quarterly installments.
- (5) Option was granted on April 27, 2006 and vests over 4 years in 16 quarterly installments.
- (6) Option was granted on May 17, 2007 and vests over 4 years in 16 quarterly installments.

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### Remarks:

This amendment is being filed to correct vesting and expiration information relating to the options

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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