Edgar Filing: K12 INC - Form 4

K12 INC

Form 4											
January 07, 2	2016										
									OMB APPROVAL		
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check thi if no long subject to Section 1 Form 4 or Form 5	STATEM 6.	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHI SECURITIES							Expires: Estimated a burden hou response	irs per	
Form 5 obligations may continue. See Instruction 1(b). 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 R	Responses)										
DAVIS NATHANIEL A Sym				Name and	Ticker or '	Tradin	g	5. Relationship of Reporting Person(s) to Issuer			
			K12 INC [LRN]					(Check all applicable)			
(Month/				. Date of Earliest Transaction Month/Day/Year) 01/06/2016				_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Delow) Chairman and CEO			
				ndment, Date Original th/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
HERNDON	, VA 20171								Aore than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securi	ties Aco	quired, Disposed of	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any		3. Transactic Code (Instr. 8)		ties Adispose 4 and (A) or	cquired d of	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	-	
Common Stock	01/06/2016			F <u>(1)</u>	6,535	D	\$ 8.16	400,027	D		

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

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 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. Transac Code (Instr. 8	5. tionNumber of) Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	5	Date	Amou Unde Secur	le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code Y	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
F	Director	10% Owner	Officer	Other				
DAVIS NATHANIEL A 2300 CORPORATE PARK DRIVE SUITE 200 HERNDON, VA 20171	Х		Chairman and CEO					
Signatures								
/s/ John C. Grothaus, attorney-in-fact	01/0)7/2016						
**Signature of Reporting Person	1	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 (1) 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

(1) 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.

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.