

Chavous Kevin
Form 4
September 19, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chavous Kevin

(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)
09/18/2018

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

President, Academics, Policy

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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)
Common Stock			Code	V Amount (D) Price	98,440	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.**

SEC 1474
(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 <u>(1)</u>	<u>(1)</u>	09/18/2018		A		7,378		<u>(1)</u>	08/30/2021	Common Stock	7,378
Restricted Stock Right <u>(2)</u>	<u>(2)</u>	09/18/2018		A		83,257		<u>(2)</u>	08/30/2021	Common Stock	83,257
Restricted Stock Right <u>(3)</u>	<u>(3)</u>	09/18/2018		A		172,666		<u>(3)</u>	08/30/2021	Common Stock	172,666
Restricted Stock Right <u>(4)</u>	<u>(4)</u>	09/18/2018		A		243,827		<u>(4)</u>	08/30/2021	Common Stock	243,827
Restricted Stock Right <u>(5)</u>	<u>(5)</u>	09/18/2018		A		362,093		<u>(5)</u>	08/30/2021	Common Stock	362,093
Restricted Stock Right <u>(6)</u>	<u>(6)</u>	09/18/2018		A		382,433		<u>(6)</u>	08/30/2021	Common Stock	382,433
Restricted Stock Right <u>(7)</u>	<u>(7)</u>	09/18/2018		A		425,372		<u>(7)</u>	08/30/2021	Common Stock	425,372
Restricted Stock Right <u>(8)</u>	<u>(8)</u>	09/18/2018		A		413,537		<u>(8)</u>	08/30/2021	Common Stock	413,537

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Chavous Kevin 2300 CORPORATE PARK DRIVE HERNDON, VA 20171			President, Academics, Policy	

Signatures

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

09/19/2018

__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) 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 \$21.18 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

(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 exceeds \$22.63 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

(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 exceeds \$25.86 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

(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 exceeds \$29.38 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

(5) 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 \$33.21 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

(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 \$37.35 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

(7) 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 \$46.65 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

(8) 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 \$57.38 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

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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