

K12 INC
 Form 4
 August 26, 2008

FORM 4

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

OMB APPROVAL

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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 *
MILKEN LOWELL J

(Last) (First) (Middle)
 1250 FOURTH STREET
 (Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/25/2008

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)
 See Footnotes (1)(2)(3)(4)

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)			
				(A) or (D)	Price					
				Code	V	Amount				
Common Stock	08/25/2008		M		4,901	A	\$ 6.83	4,901	D	
Common Stock	08/25/2008		M		9,803	A	\$ 6.83	14,704	D	
Common Stock	08/25/2008		M		9,803	A	\$ 6.83	24,507	D	
Common Stock	08/25/2008		M		7,355	A	\$ 6.83	31,862	D	
Common Stock	08/25/2008		M		4,903	A	\$ 7.65	36,765	D	

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Common Stock	08/25/2008	M	2,451	A	\$ 9.18	39,216	D	
Common Stock						82,503	I <u>(1)</u> <u>(2)</u> <u>(4)</u>	Cornerstone Financial Group LLC
Common Stock						1,522	I <u>(1)</u> <u>(2)</u> <u>(4)</u>	Hampstead Associates L.L.C.
Common Stock						4,665,083	I <u>(1)</u> <u>(2)</u> <u>(4)</u>	Learning Group LLC
Common Stock						609,171	I <u>(1)</u> <u>(2)</u> <u>(4)</u>	Learning Group Partners

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)

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)	8. Amount or Number of Shares
Stock Option (right to buy)	\$ 6.83	08/25/2008		M	4,901	<u>(3)</u> 09/07/2008	Common Stock	4,901
Stock Option (right to buy)	\$ 6.83	08/25/2008		M	9,803	<u>(3)</u> 09/07/2008	Common Stock	9,803
Stock Option (right to buy)	\$ 6.83	08/25/2008		M	9,803	<u>(3)</u> 09/07/2008	Common Stock	9,803

Stock Option (right to buy)	\$ 6.83	08/25/2008	M	7,355	<u>(3)</u>	09/07/2008	Common Stock	7,355
Stock Option (right to buy)	\$ 7.65	08/25/2008	M	4,903	<u>(3)</u>	09/07/2008	Common Stock	4,903
Stock Option (right to buy)	\$ 9.18	08/25/2008	M	2,451	<u>(3)</u>	09/07/2008	Common Stock	2,451

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILKEN LOWELL J 1250 FOURTH STREET SANTA MONICA, CA 90401				See Footnotes (1)(2)(3)(4)

Signatures

/s/ Lowell J. Milken, An individual
08/26/2008

__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) The shares of common stock of the Issuer are held of record by each of Cornerstone Financial Group LLC, a California limited liability company ("Cornerstone"), Hampstead Associates, L.L.C., a Delaware limited liability company ("Hampstead"), Learning Group LLC, a Delaware limited liability company ("Learning Group") and Learning Group Partners, a California general partnership ("Learning Group Partners"), respectively. Ridgeview Associates, LLC, a California limited liability company ("Ridgeview"), is the manager and a member of Hampstead, and in such capacities may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities owned of record by Hampstead. (continued on footnote 2)
- (2) Lowell J. Milken may be deemed to be a controlling person of each of Cornerstone, Learning Group, Learning Group Partners, and Ridgeview. In such capacities, Lowell J. Milken may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities owned of record, or beneficially owned, by each of Cornerstone, Learning Group, Learning Group Partners and Ridgeview, but disclaims such beneficial ownership except to the extent of his pecuniary interest therein.
- (3) The options to purchase common stock of the Issuer are immediately exercisable by the Reporting Person.
- (4) The Reporting Person may be deemed to be a group with Michael R. Milken and other entities which are controlled, directly or indirectly, by Michael R. Milken. The Reporting Person disclaims such group membership. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, a Reporting Person is the beneficial owner of equity securities covered by this statement or any other statement that are beneficially owned, directly or indirectly, by any other person.

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.