## Edgar Filing: DAVIS NATHANIEL A - Form 4

DAVIS NAT	HANIEL A											
Form 4												
January 03, 2	013											
FORM	4					~~~		~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~ ~		PPROVAL		
	UNITE	D STATES			ND EX( D.C. 20:		NGE (	COMMISSION	OMB Number:	3235-0287		
Check this	or								Expires:	January 31,		
subject to subject to statement of changes in BENEFICIAL OV					LOW	NERSHIP OF	Estimated a	2005 average				
	Section 16. SECURITIES						burden hours per					
Form 4 or Form 5			C (* 1)		<b>c</b>		1	4 6 1024	response	0.5		
obligation								ge Act of 1934,				
may conti	nue.		) of the Inv	•	•	· ·		of 1935 or Section	n			
See Instru 1(b).	ction	50(II)	) of the m	vestillent	Compan	y Aci	0119	40				
1(0).												
(Print or Type R	esponses)											
DAVIS NATHANIEL A Symbol								5. Relationship of Reporting Person(s) to Issuer				
								Issuer				
K			K12 INC	[LRN]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Date of Earliest Transaction								
			(Month/D	-				X Director Officer (give		b Owner er (specify		
PARK DRIV	C., 2300 COR /F	PORATE	01/02/20	)13				below)	below)	er (speeny		
			4 70 4									
	(Street)			If Amendment, Date Original led(Month/Day/Year)				6. Individual or Joint/Group Filing(Check				
			Filed(Mon	th/Day/Year	)			Applicable Line) _X_ Form filed by	One Reporting Po	erson		
HERNDON,	VA 20171								More than One Ro			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative s	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned		
1.Title of	2. Transaction			3.	4. Securi			5. Amount of	6. Ownership	7. Nature of		
Security (Instr. 3)	(Month/Day/Ye	· ·	Image: Image of the state of					Securities Beneficially	Form: Direct	Indirect Beneficial		
(Insu: 5)		any (Month						Owned		Ownership		
								Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)				
				<b>a</b> .		or	р.	(Instr. 3 and 4)				
Common				Code V	Amount 2,901	(D)	Price					
Stock	01/02/2013			А	(1)	А	\$0	11,311	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. Transactio Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			7. Title Amoun Underl Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner Officer		Other			
DAVIS NATHANIEL A C/O K12 INC. 2300 CORPORATE PARK DRIVE HERNDON, VA 20171	Х						
Signatures							
/s/ Christopher R. Ryan, attorney-in-fact	0	1/03/2013					
**Signature of Reporting Person		Date					
Explanation of Respo	neee						

## 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).
- These shares are restricted and will vest as follows: one-third of the shares will vest on December 15, 2013, December 15, 2014, and (1) December 15, 2015, respectively.

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.