

K12 INC  
Form 8-K  
December 05, 2012

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

November 29, 2012

**K12 Inc.**

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Delaware

001-33883

95-4774688

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission  
File Number)

\_\_\_\_\_  
(I.R.S. Employer  
Identification No.)

2300 Corporate Park Drive, Herndon, Virginia

20171

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code:

(703) 483-7000

Not Applicable

\_\_\_\_\_  
Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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The annual meeting of the stockholders of K12 Inc. (the Company) was held on November 29, 2012. The Company previously filed with the Securities and Exchange Commission the proxy statement and related materials pertaining to this meeting, which describe in detail each of the four proposals submitted to stockholders at the meeting. The final results for the votes regarding each proposal are set forth below.

**Proposal 1: Election of Directors**

The eight nominees for the Board of Directors were elected to hold office until the next annual meeting of stockholders and/or until their successors are duly elected or appointed. The tabulation of votes is set forth below:

	<b>For</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
Craig R. Barrett	19,784,247	10,775,181	2,482,620
Guillermo Bron	24,132,036	6,427,392	2,482,620
Nathaniel A. Davis	26,943,466	3,615,962	2,482,620
John M. Engler	30,477,357	82,071	2,482,620
Steven B. Fink	26,928,385	3,631,043	2,482,620
Mary H. Futrell	26,945,209	3,614,219	2,482,620
Ronald J. Packard	26,945,958	3,613,470	2,482,620
Jon Q. Reynolds, Jr.	26,948,394	3,611,034	2,482,620
Andrew H. Tisch	24,400,271	6,159,157	2,482,620

**Proposal 2: Advisory Vote on Executive Compensation**

Approved, on an advisory basis (non-binding), the compensation of the Company's named executive officers as described in the Compensation Discussion and Analysis and the accompanying tables in the proxy statement. There were 23,432,653 votes for the proposal, 2,393,826 votes against the proposal, 4,733,218 abstentions and 2,482,620 broker non-votes.

**Proposal 3: Ratification of Appointment of Independent Auditor**

The appointment of BDO USA, LLP as the Company's independent registered public accounting firm for the fiscal year ending June 30, 2013 was ratified with 33,006,622 votes for, 30,155 votes against, and 5,271 abstentions.

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

K12 Inc.

*December 4, 2012*

By: */s/ Howard D. Polsky*

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*Name: Howard D. Polsky*

*Title: General Counsel and Secretary*