## Edgar Filing: K12 INC - Form 4

K12 INC

Form 4											
August 10, 20	015										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
Washington, D.C. 20549							OMB Number:	3235-0287			
Check this if no long subject to Section 10 Form 4 or	er <b>STATE</b>	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: Estimated a burden hou response	•	
Form 5 obligation may conti <i>See</i> Instru 1(b).	s Section 17	(a) of the		ility Hold	ling Com	pany	Act of	e Act of 1934, f 1935 or Sectio 40	n		
(Print or Type R	esponses)										
Rhyu James Jeaho Symbol				Issuer Name <b>and</b> Ticker or Trading ibol 2 INC [LRN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
			ndment, Date Original th/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>				
HERNDON,	VA 20171							•	More than One Re		
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecurit	ies Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Yea	r) Executio any	med on Date, if Day/Year)	3. Transactio Code (Instr. 8) Code V	on(A) or Dis (D) (Instr. 3, 4	sposed	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	08/06/2015			A <u>(1)</u>	38,000	А	\$0	252,540	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. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	unt of rlying	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**

<b>Reporting Owner Name / Address</b>	Relationships							
r of the second s	Director	10% Owner	Officer	Other				
Rhyu James Jeaho 2300 CORPORATE PARK DRIVE SUITE 200 HERNDON, VA 20171			EVP & Chief Financial Officer					
Signatures								
/s/ John C. Grothaus, attorney-in-fact	08/09/2015							

\*\*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) These shares are restricted and will vest semi-annually, with 20% vesting in the first year and 40% vesting in each of the next two years following the grant date.

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.