Rhyu James Jeaho Form 4 August 30, 2018

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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2005

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Check this box if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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)

(Ctota)

1(b).

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading Rhyu James Jeaho Issuer Symbol K12 INC [LRN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title _ __ Other (specify 2300 CORPORATE PARK DRIVE 08/29/2018 below) CFO & Pres, Prod & Tech (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting HERNDON, VA 20171 Person

| (City) | (State) | Zip) Table | e I - Non-D | erivative | Securit | ties Acqu | uired, Disposed of | , or Beneficiall | y Owned |
|-----------------|---------------------|--------------------|--------------|------------|----------|-------------|--------------------|------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties Acc | quired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | n(A) or Di | isposed | of (D) | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, | 4 and 5 | i) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | | (4) | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | ~ | | or | ~ . | (Instr. 3 and 4) | | |
| | | | Code V | Amount | (D) | Price | | | |
| Common Stock | 08/29/2018 | | F <u>(1)</u> | 9,020 | D | \$ 16.62 | 229,098 | D | |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. | 6. Date Exerc | cisable and | 7. Titl | le and | 8. Price of | 9. Nu |
|----|-----------|-------------|---------------------|--------------------|------------|------------|---------------|-------------|----------|----------|-------------|--------|
| D | erivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | onNumber | Expiration D | ate | Amou | ınt of | Derivative | Deriv |
| S | ecurity | or Exercise | | any | Code | of | (Month/Day/ | Year) | Under | lying | Security | Secui |
| (I | nstr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Derivative | e | | Secur | ities | (Instr. 5) | Bene |
| | | Derivative | | | | Securities | | | (Instr. | 3 and 4) | | Owne |
| | | Security | | | | Acquired | | | | | | Follo |
| | | • | | | | (A) or | | | | | | Repo |
| | | | | | | Disposed | | | | | | Trans |
| | | | | | | of (D) | | | | | | (Instr |
| | | | | | | (Instr. 3, | | | | | | ` |
| | | | | | | 4, and 5) | | | | | | |
| | | | | | | , , | | | | | | |
| | | | | | | | | | | Amount | | |
| | | | | | | | Date | Expiration | | or | | |
| | | | | | | | Exercisable | Date | Title Nu | Number | | |
| | | | | | | | Lacicisable | Date | | of | | |
| | | | | | Code V | (A) (D) | | | | Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Rhyu James Jeaho 2300 CORPORATE PARK DRIVE

CFO & Pres, Prod & Tech

HERNDON, VA 20171

Signatures

/s/ John C. Grothaus, attorney-in-fact 08/30/2018

**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).

Represents the number of shares withheld by the Company upon the vesting of restricted shares to cover the executive's withholding tax on income associated with the satisfaction of all vesting conditions. The number of shares withheld is based upon the closing price of a share of K12 common stock on the vesting date, or if the vesting date fell on a weekend or market holiday, upon the closing price of a share of K12 common stock on the most recent prior market day.

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.

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