## Edgar Filing: K12 INC - Form 4

K12 INC									
Form 4 February 10, 2016	Ś								
	)							OMB A	PPROVAL
FORM 4	UNITED	STATES				N OMB Number:	3235-0287		
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Washington, D.C. 20549 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								January 31, 2005 average urs per . 0.5
(Print or Type Respon	ises)								
1. Name and Address DAVIS NATHA		Person <u>*</u>	Symbol	er Name <b>an</b> [C [LRN]		Trading	5. Relationship Issuer	of Reporting Per eck all applicabl	
(Last) (First) (Middle) 2300 CORPORATE PARK DRIVE, SUITE 200			3. Date of Earliest Transaction (Month/Day/Year) 02/08/2016			X Director 10% Owner X Officer (give title Other (specify below) below) Executive Chairman			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)			<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul>			
HERNDON, VA	20171						Person		1 0
(City) (S	State)	(Zip)	Tab	le I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	nsaction Date h/Day/Year)	2A. Deeme Execution 1 any (Month/Da	Date, if	Code (Instr. 8)	4. Securiti nAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	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)
Reminder: Report on	a separate line	for each cla	ass of sec	urities bene	ficially own	ned directly of	or indirectly.		
					Perso inform requir	ns who rest nation cont ed to respo ys a curre	spond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired ( Disposed o (Instr. 3, 4, 5)	of (D)				
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Restricted Stock Right (1)	<u>(1)</u>	02/08/2016		А	38,462		<u>(1)</u>	02/08/2018	Common Stock	38,462
Restricted Stock Right (2)	(2)	02/08/2016		А	93,750		(2)	02/08/2018	Common Stock	93,75(
Restricted Stock Right (3)	<u>(3)</u>	02/08/2016		А	131,579		(3)	02/08/2018	Common Stock	131,57

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DAVIS NATHANIEL A 2300 CORPORATE PARK DRIVE SUITE 200 HERNDON, VA 20171	Х		Executive Chairman				
Signatures							
/s/ John C. Grothaus, attorney-in-fact	02/1	10/2016					
**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).
- Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon(1) K12's common stock achieving an average stock price that equals or exceed \$13 per share over a consecutive 30 day period within 2 years from the effective date of the recipient's employment agreement.
- Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon(2) K12's common stock achieving an average stock price that equals or exceed \$16 per share over a consecutive 30 day period within 2 years from the effective date of the recipient's employment agreement.

Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon(3) K12's common stock achieving an average stock price that equals or exceed \$19 per share over a consecutive 30 day period within 2 years from the effective date of the recipient's employment agreement.

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.