

K12 INC
Form 4

November 24, 2008

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Saxberg Bror V H

(Last) (First) (Middle)

2300 CORPORATE PARK DRIVE

(Street)

HERNDON, VA 20171

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
K12 INC [LRN]

3. Date of Earliest Transaction
(Month/Day/Year)
11/20/2008

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

Chief Learning Officer

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
Common Stock	11/20/2008		M	V Amount (A) or (D) Price 5,000 A \$ 6.83	29,283	D	
Common Stock	11/20/2008		S	5,000 D \$ 19	24,283	D	
Common Stock	11/24/2008		M	5,000 A \$ 6.83	29,283	D	
Common Stock	11/24/2008		S	5,000 D \$ 18	24,283	D	
Common Stock	11/24/2008		M	5,000 A \$ 7.65	29,283	D	

Edgar Filing: K12 INC - Form 4

Common Stock 11/24/2008 S 5,000 D \$ 18 24,283 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.

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 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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 6.83	11/20/2008		M	5,000	<u>(1)</u> 03/24/2013	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 6.83	11/24/2008		M	5,000	<u>(1)</u> 03/24/2013	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 7.65	11/24/2008		M	5,000	<u>(2)</u> 04/27/2004	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Saxberg Bror V H 2300 CORPORATE PARK DRIVE HERNDON, VA 20171	Chief Learning Officer

Signatures

/s/ Christopher R. Ryan,
attorney-in-fact

11/24/2008

__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) Shares vest 25% on the one year-anniversary of the grant date (March 24, 2005) and the remaining 75% vest quarterly for the following three years.
- (2) Shares vest 25% on the one-year anniversary of the grant date (April 27, 2006) and the remaining 75% vest quarterly for the following three years.

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.