

K12 INC  
Form 4/A  
February 17, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**Udell Stuart**  
  
(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)  
**01/03/2017**  
  
4. If Amendment, Date Original Filed(Month/Day/Year)  
**01/05/2017**

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)  
 Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**Chief Executive Officer**  
  
6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  | Code                           | V   | Amount or Price   |  |                                   |
| Common Stock                    | 01/03/2017                           |  | M <sup>(1)</sup>               |   | 93,750 <sup>(2)</sup>   | A  | \$ 0                              |
| Common Stock                    | 01/03/2017                           |  | F <sup>(3)</sup>               |   | 20,342  | D  | \$ 17.5                           |
|                                 |                                      |  |                                |   | 451,286   | D  |                                   |
|                                 |                                      |  |                                |   | 430,944   | D  |                                   |

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

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**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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
|  |  |                                      |  | Code                           | V (A) (D)   | Date Exercisable Expiration Date                         | Title Amount or Number of Shares                              |
| Restricted Stock Right <sup>(4)</sup>      | <sup>(4)</sup>   | 01/03/2017                           |  | M                              | 93,750  | <sup>(4)</sup> 02/08/2019                                | Common Stock 93,750   |

## Reporting Owners

| Reporting Owner Name / Address                                 | Relationships |           |                         |       |
|--|---------------|-----------|-------------------------|-------|
|  | Director      | 10% Owner | Officer                 | Other |
| Udell Stuart<br>2300 CORPORATE PARK DRIVE<br>HERNDON, VA 20171 | X             |           | Chief Executive Officer |       |

## Signatures

/s/ John C. Grothaus,  
attorney-in-fact

02/17/2017

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) Acquisition is in connection with the February 8, 2016 award and achievement of performance objectives.
  - (2) These shares are restricted and will vest as follows: 50% vest immediately and the remaining 50% vest equally in five semi-annual installments.
  - (3) 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.
- Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon
- (4) K12's common stock achieving an average stock price that equals or exceeds \$16 per share over a consecutive 30 day period within 3 years from the effective date of the recipient's employment agreement.

### Remarks:

The Form 4 is being amended to move the shares from Table II to Table I due to achievement of the performance objectives re

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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