

K12 INC
Form 4
December 19, 2007

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 *
TISCH ANDREW H

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
667 MADISON AVENUE, 7TH FLOOR
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman of the Board

NEW YORK, NY 10021

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

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

(City) (State) (Zip)

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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|---------|---|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock | 12/18/2007 | | C | | 244,882 | A | 11 | 244,882 | I | Andrew H. Tisch 1991 Trust #2 |
| Common Stock | 12/18/2007 | | C | | 35,711 | A | 11 | 35,711 | I | KAL Family Partnership |
| Common Stock | 12/18/2007 | | C | | 35,711 | A | 11 | 35,711 | I | KSC Family Partnership |
| Common Stock | 12/18/2007 | | C | | 731,636 | A | 11 | 731,636 | I | Continental Casualty Company ⁽²⁾ |

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

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(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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount of Number of Shares |
| Series B Convertible Preferred Stock | (1) | 12/18/2007 | | C | 135,269 | (1) (1) | Common Stock 135,269 |
| Series B Convertible Preferred Stock | (1) | 12/18/2007 | | C | 19,726 | (1) (1) | Common Stock 19,726 |
| Series B Convertible Preferred Stock | (1) | 12/18/2007 | | C | 19,726 | (1) (1) | Common Stock 19,726 |
| Series B Convertible Preferred Stock | (1) | 12/18/2007 | | C | 731,636 | (1) (1) | Common Stock 731,636 (3) |
| Series C Convertible Preferred Stock | (1) | 12/18/2007 | | C | 15,985 | (1) (1) | Common Stock 15,985 |
| Series C Convertible Preferred Stock | (1) | 12/18/2007 | | C | 15,985 | (1) (1) | Common Stock 15,985 |
| Series C Convertible Preferred Stock | (1) | 12/18/2007 | | C | 109,613 | (1) (1) | Common Stock 109,613 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| TISCH ANDREW H 667 MADISON AVENUE 7TH FLOOR NEW YORK, NY 10021 | X | | | Chairman of the Board |

Signatures

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

12/19/2007

__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) Both Series B and Series C of the Company's Convertible Preferred Stock converted into common stock on a 5.1 to 1 basis upon the Company's initial public offering.
- (2) Mr. Tisch is on the board of directors of CNA Financial Corporation which is affiliated with Continental Casualty Company.
The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the
- (3) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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.