

Szalay Maria A.  
Form 3  
November 24, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 * |          | 2. Date of Event Requiring Statement | 3. Issuer Name <b>and</b> Ticker or Trading Symbol |  |
| Â Szalay Maria A.                         |          | (Month/Day/Year)                     | K12 INC [LRN]                                      |  |
| (Last)                                    | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer   | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |          | 11/11/2010                           |  |  |
| 2300 CORPORATE PARK DRIVE                 |          |                                      | (Check all applicable)                             |  |
|   | (Street) |                                      | <input type="checkbox"/> Director                  | <input type="checkbox"/> 10% Owner                                     |
|   |          |                                      | <input checked="" type="checkbox"/> Officer        | <input type="checkbox"/> Other   |
|   |          |                                      | (give title below)                                 | (specify below)  |
|   |          |                                      | SVP, Product Development                           |  |
| HERNDON, Â VA Â 20171                     |          |                                      |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
| (City)                                    | (State)  | (Zip)                                |  | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
|   |          |                                      |  | <input type="checkbox"/> Form filed by More than One Reporting Person  |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock                    | 2,034 <sup>(1)</sup>                                  | D  | Â   |
| Common Stock                    | 7,000 <sup>(2)</sup>                                  | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

## Edgar Filing: Szalay Maria A. - Form 3

|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|---------------------|---|---|
| Employee Stock Option (right to buy) | Â <u>(3)</u>     | 07/03/2015      | Common Stock | 1,471                      | \$ 13.66            | D   | Â |
| Employee Stock Option (right to buy) | Â <u>(3)</u>     | 07/03/2015      | Common Stock | 10,986                     | \$ 13.66            | D   | Â |
| Employee Stock Option (right to buy) | Â <u>(4)</u>     | 08/21/2016      | Common Stock | 14,000                     | \$ 23.45            | D   | Â |
| Employee Stock Option (right to buy) | Â <u>(5)</u>     | 07/13/2017      | Common Stock | 15,400                     | \$ 17.46            | D   | Â |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships |           |                            |       |
|---|---------------|-----------|----------------------------|-------|
|   | Director      | 10% Owner | Officer                    | Other |
| Szalay Maria A.<br>2300 CORPORATE PARK DRIVE<br>HERNDON, VA 20171 | Â             | Â         | Â SVP, Product Development | Â     |

## Signatures

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

11/24/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) These shares are restricted and will vest semi-annually with 20% vesting in the first year and 40% vesting in each of the next two years following the vesting start date of July 13, 2009.
  - (2) These shares are restricted and will vest semi-annually with 20% vesting in the first year and 40% vesting in each of the next two years following the vesting start date of September 14, 2010.
  - (3) Shares vest 25% on the one year-anniversary of the grant date (July 3, 2007) and the remaining 75% vest quarterly for the following three years.
  - (4) Shares vest 25% on the one year-anniversary of the grant date (August 21, 2008) and the remaining 75% vest quarterly for the following three years.
  - (5) Shares vest 25% on the one year-anniversary of the grant date (July 13, 2009) 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.