K12 INC Form 4/A February 17, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

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0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

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

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and A Udell Stuart	2. Issuer Name and Ticker or Trading Symbol K12 INC [LRN]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Cinc	ск ин иррпсион	<i>')</i>			
2300 CORPORATE PARK DRIVE			(Month/Day/Year) 01/03/2017				X Director 10% Owner X Officer (give title Other (specify below) below) Chief Executive Officer				
(Street) 4. If Ame				mendment, Date Original				6. Individual or Joint/Group Filing(Check			
HERNDON	Filed(Month/Day/Year) 01/05/2017				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	r) Execution	emed on Date, if 'Day/Year)	3. Transactio Code (Instr. 8)	ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5)			5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownersh Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
a				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	01/03/2017			M <u>(1)</u>	93,750 (2)	A	\$0	451,286	D		
Common Stock	01/03/2017			F(3)	20,342	D	\$ 17.5	430,944	D		

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

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SEC 1474

(9-02)

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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. Transactic Code (Instr. 8)	tiorDerivative Securities		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 (4)	<u>(4)</u>	01/03/2017		M	9	93,750	<u>(4)</u>	02/08/2019	Common Stock	93,750

Reporting Owners

Reporting Owner Name / Address	Relationships						
Treporting O Wheel Primary Primares	Director	10% Owner	Officer	Other			
Udell Stuart 2300 CORPORATE PARK DRIVE 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 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 renown 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.

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