Zarella Joseph Form 4 November 06, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

s ber: 3235-0287

OMB APPROVAL

Expires: January 31, 2005

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0.5

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5. Relationship of Reporting Person(s) to

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

11/03/2017

Stock

See Instruction

Zarella Joseph				Symbol K12 INC [LRN]					ığ	Issuer (Check all applicable)			
(Last) (First) (Middle) 2300 CORPORATE PARK DRIVE			3. Date of Earliest Transaction (Month/Day/Year) 11/03/2017						Director 10% Owner Officer (give title below) Other (specify below)				
		(Street)		4. If Ame Filed(Mon			_	1		6. Individual or Jo Applicable Line) _X_Form filed by	-	g(Check	
HERNDON, VA 20171										Form filed by More than One Reporting Person			
	(City)	(State)	(Zip)	Tabl	e I - Noi	ı-D	erivative :	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
	1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Code (Instr.		4. Securit n(A) or Di (Instr. 3,	spose	d of (D) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
	Common	11/03/2017			$\mathbf{F}(1)$		2 385	D	\$	115 007	D		

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

 $\mathbf{F}^{(1)}$

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SEC 1474

(9-02)

115,997

16.08

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

2,385

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	Amount Underly Securiti	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Zarella Joseph			EVP,					
2300 CORPORATE PARK DRIVE			Business					
HERNDON, VA 20171			Operations					

Signatures

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

**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).

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. The number of shares withheld is based upon the closing price of a share of K12 common stock on the vesting date, or if the vesting date fell on a weekend or market holiday, upon the closing price of a share of K12 common stock on the most recent prior market day.

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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