

K12 INC
Form 5
July 24, 2013

FORM 5

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

OMB APPROVAL

OMB Number: 3235-0362
Expires: January 31, 2005
Estimated average burden hours per response... 1.0

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
HAMPSTEAD ASSOCIATES LLC

(Last) (First) (Middle)

1250 FOURTH STREET

(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

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

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
06/30/2013

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)

See Footnotes (1)-(5)

6. Individual or Joint/Group Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--|--|---|
| Common Stock | 04/21/2011 | ^ | G5 | 1,522 D \$ 0 0 | D (1) (2) (5) | ^ | |
| Common Stock | 12/20/2012 | ^ | G | 41,895 D \$ 0 20,000 | I (5) | Lowell J. Milken | |
| Common Stock | ^ | ^ | ^ | ^ ^ ^ 4,374 | I (2) (3) (5) | Knowledge Universe Learning Group LLC | |
| | ^ | ^ | ^ | ^ ^ ^ 4,665,083 | I (2) (4) (5) | | |

Common
Stock

Learning
Group LLC

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

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SEC 2270
(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) | 8. Price of Derivative Security (Instr. 5) | 9. of D Se B O E Is Fi (I |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---------------------------|
| | | | | | (A) (D) | Date Exercisable (A) Expiration Date (D) | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| HAMPSTEAD ASSOCIATES LLC 1250 FOURTH STREET SANTA MONICA, CA 90401 | Â | Â X | Â | See Footnotes (1)-(5) |
| Knowledge Universe LLC 1250 FOURTH STREET SANTA MONICA, CA 90401 | Â | Â X | Â | X(3)(5) |
| MILKEN MICHAEL R 1250 FOURTH STREET SANTA MONICA, CA 90401 | Â | Â X | Â | X(2)(5) |
| MILKEN LOWELL J 1250 FOURTH STREET SANTA MONICA, CA 90401 | Â | Â X | Â | X(2)(5) |

Signatures

/s/ Stanley E. Maron, By: Stanley E. Maron, Secretary of Hampstead Associates, L.L.C.

07/24/2013

__Signature of Reporting Person

Date

07/24/2013

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/s/ Stanley E. Maron, By: Stanley E. Maron, Secretary of Knowledge Universe LLC

__Signature of Reporting Person

Date

/s/ Michael R. Milken, By: Michael R. Milken, An individual

07/24/2013

__Signature of Reporting Person

Date

/s/ Lowell J. Milken, By: Lowell J. Milken, An individual

07/24/2013

__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) These shares of Common Stock were held of record by Hampstead Associates, L.L.C. ("Hampstead"). Knowledge Universe LLC is the manager and a member of Hampstead, and in such capacities may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities owned of record by Hampstead. As a result of this transaction, Hampstead and Knowledge Universe LLC no longer hold, directly or indirectly, any shares of common stock.

(2) Each of Michael R. Milken and Lowell J. Milken may be deemed to be a controlling person of each of Hampstead, Learning Group LLC ("Learning Group"), Knowledge Universe LLC and Knowledge Universe Learning Group LLC ("KULG") and in such capacities may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities owned of record, or beneficially owned, by each of Hampstead, Learning Group, Knowledge Universe LLC and KULG, but disclaims such beneficial ownership except to the extent of his pecuniary interest therein.

(3) These shares of Common Stock are held of record by KULG.

(4) These shares of Common Stock are held of record by Learning Group. KULG may be deemed a controlling person of each of Learning Group, and in such capacity may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities owned of record by Learning Group.

(5) The Reporting Persons may be deemed to be a group with respect to the securities of the Issuer which they hold directly or indirectly. The Reporting Persons disclaim such group membership. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, a Reporting Person is the beneficial owner of equity securities covered by this statement or any other statement that are beneficially owned, directly or indirectly, by any other person.

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.