

Packard Ronald J  
 Form 3/A  
 December 09, 2008

**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 and Ticker or Trading Symbol	
Packard Ronald J			12/12/2007		K12 INC [LRN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer			5. If Amendment, Date Original Filed(Month/Day/Year)
2300 CORPORATE PARK DRIVE			(Check all applicable)			12/12/2007
(Street)			<input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below)    (specify below)			6. Individual or Joint/Group Filing(Check Applicable Line)
HERNDON, VA 20171			Chief Executive Officer			<input checked="" type="checkbox"/> Form filed by One Reporting Person
(City)	(State)	(Zip)				<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)
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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 Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable    Expiration Date	Title    Amount or Number of Shares			

(Instr. 5)

Stock Option (right to buy)	Â (1)	12/31/2012	Common Stock	117,647	\$ 7.65	D	Â
Stock Option (right to buy)	Â (2)	12/31/2012	Common Stock	235,294	\$ 7.65	D	Â
Stock Option (right to buy)	Â (3)	12/31/2012	Common Stock	39,215	\$ 7.65	I	2006 Packard Investment Partnership L.P.
Stock Option (right to buy)	03/31/2006	12/31/2009	Common Stock	176,469	\$ 6.83	D	Â
Stock Option (right to buy)	Â (4)	12/31/2012	Common Stock	294,117	\$ 30.6	I	2006 Packard Investment Partnership L.P.
Stock Option (right to buy)	10/04/2004	12/31/2010	Common Stock	132,353	\$ 6.83	D	Â
Stock Option (right to buy)	07/27/2006	12/31/2012	Common Stock	78,430	\$ 7.65	I	2006 Packard Investment Partnership L.P.
Stock Option (right to buy)	06/30/2007	12/31/2012	Common Stock	39,215	\$ 7.65	I	2006 Packard Investment Partnership L.P.
Stock Option (right to buy)	06/30/2007	12/31/2012	Common Stock	29,411	\$ 7.65	D	Â
Stock Option (right to buy)	06/30/2008	12/31/2012	Common Stock	39,215	\$ 7.65	I	2006 Packard Investment Partnership L.P.

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Packard Ronald J 2300 CORPORATE PARK DRIVE HERNDON, VA 20171	Â X	Â	Â Chief Executive Officer	Â

## Signatures

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

12/09/2008

\_\_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).

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- (1) Vesting of the option is based on performance criteria including the opening of new jurisdictions and achievement of enrollment targets.
- (2) Vesting of the option is based on performance criteria including the EBITDA contribution per new jurisdiction.
- (3) Achievement of fiscal year 2008 EBITDA and Revenue targets to be determined by the Board.
- (4) This option shall vest and become exercisable thereafter when the "fair market value" of the Company's Stock is equal to or greater than Thirty Dollars and Sixty Cents (\$30.60) per share (as adjusted for stock splits, combinations, recapitalizations and similar matters).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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