

K12 INC
Form 4

December 19, 2007

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).**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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TISCH ANDREW H

(Last) (First) (Middle)

**667 MADISON AVENUE, 7TH
FLOOR**

(Street)

NEW YORK, NY 10021

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
K12 INC [LRN]3. Date of Earliest Transaction
(Month/Day/Year)
12/18/20074. 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)

Chairman of the Board

6. Individual or Joint/Group Filing(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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	12/18/2007		C		244,882	A	<u>11</u>	244,882	I	Andrew H. Tisch 1991 Trust #2
Common Stock	12/18/2007		C		35,711	A	<u>11</u>	35,711	I	KAL Family Partnership
Common Stock	12/18/2007		C		35,711	A	<u>11</u>	35,711	I	KSC Family Partnership
Common Stock	12/18/2007		C		731,636	A	<u>11</u>	731,636	I	Continental Casualty Company ⁽²⁾

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Series B Convertible Preferred Stock	<u>(1)</u>	12/18/2007		C	135,269	<u>(1)</u> <u>(1)</u>	Common Stock 135,269
Series B Convertible Preferred Stock	<u>(1)</u>	12/18/2007		C	19,726	<u>(1)</u> <u>(1)</u>	Common Stock 19,726
Series B Convertible Preferred Stock	<u>(1)</u>	12/18/2007		C	19,726	<u>(1)</u> <u>(1)</u>	Common Stock 19,726
Series B Convertible Preferred Stock	<u>(1)</u>	12/18/2007		C	731,636	<u>(1)</u> <u>(1)</u>	Common Stock 731,636 (3)
Series C Convertible Preferred Stock	<u>(1)</u>	12/18/2007		C	15,985	<u>(1)</u> <u>(1)</u>	Common Stock 15,985
Series C Convertible Preferred Stock	<u>(1)</u>	12/18/2007		C	15,985	<u>(1)</u> <u>(1)</u>	Common Stock 15,985
Series C Convertible Preferred Stock	<u>(1)</u>	12/18/2007		C	109,613	<u>(1)</u> <u>(1)</u>	Common Stock 109,613

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TISCH ANDREW H 667 MADISON AVENUE 7TH FLOOR NEW YORK, NY 10021	X			Chairman of the Board

Signatures

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

12/19/2007

__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) Both Series B and Series C of the Company's Convertible Preferred Stock converted into common stock on a 5.1 to 1 basis upon the Company's initial public offering.

(2) Mr. Tisch is on the board of directors of CNA Financial Corporation which is affiliated with Continental Casualty Company.

The reporting person disclaims beneficial ownership of these securities except to the extent of his pecuniary interest therein, and the
(3) inclusion of these shares in this report shall not be deemed an admission of beneficial ownership of all of the reported shares for purposes of Section 16 or for any other purpose.

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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