

K12 INC  
Form 4  
December 19, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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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

(Print or Type Responses)

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
667 MADISON AVENUE, 7TH FLOOR  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
12/18/2007

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman of the Board

NEW YORK, NY 10021

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(City) (State) (Zip)

**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	11	244,882	I	Andrew H. Tisch 1991 Trust #2
Common Stock	12/18/2007		C		35,711	A	11	35,711	I	KAL Family Partnership
Common Stock	12/18/2007		C		35,711	A	11	35,711	I	KSC Family Partnership
Common Stock	12/18/2007		C		731,636	A	11	731,636	I	Continental Casualty Company <sup>(2)</sup>

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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 of Number of Shares
Series B Convertible Preferred Stock	(1)	12/18/2007		C	135,269	(1) (1)	Common Stock 135,269
Series B Convertible Preferred Stock	(1)	12/18/2007		C	19,726	(1) (1)	Common Stock 19,726
Series B Convertible Preferred Stock	(1)	12/18/2007		C	19,726	(1) (1)	Common Stock 19,726
Series B Convertible Preferred Stock	(1)	12/18/2007		C	731,636	(1) (1)	Common Stock 731,636 (3)
Series C Convertible Preferred Stock	(1)	12/18/2007		C	15,985	(1) (1)	Common Stock 15,985
Series C Convertible Preferred Stock	(1)	12/18/2007		C	15,985	(1) (1)	Common Stock 15,985
Series C Convertible Preferred Stock	(1)	12/18/2007		C	109,613	(1) (1)	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.

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