

K12 INC  
Form 8-K/A  
October 08, 2010

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549**

**FORM 8-K/A  
Amendment No. 1  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): July 23, 2010**

**K12 Inc.**

(Exact name of registrant as specified in its charter)

Delaware

001-33883

95-4774688

(State or other jurisdiction  
of incorporation)

(Commission  
File Number)

(I.R.S. Employer  
Identification No.)

2300 Corporate Park Drive,  
Herndon, Virginia

20171

(Address of principal  
executive offices)

(Zip Code)

Registrant's telephone number, including area code:

(703) 483-7000

Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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### EXPLANATORY NOTE

This Current Report on Form 8-K/A (this Amendment ) is being filed to include disclosures that amend and supplement those disclosures made by K12 Inc. (the Company ) in its Current Report on Form 8-K (the Original Form 8-K ) filed with the Securities and Exchange Commission on July 26, 2010. The financial statements and pro forma financial information described in Item 9.01 below should be read in conjunction with the Original Form 8-K and this Amendment.

#### **Item 2.01. Completion of Acquisition or Disposition of Assets.**

On July 23, 2010, the Company, entered into an Agreement and Plan of Merger (the Merger Agreement ), by and among the Company, Kayleigh Sub Two LLC, a Delaware limited liability company and a wholly-owned subsidiary of the Company ( LLC Merger Sub ), Kayleigh Sub One Corp., a Delaware corporation and a wholly-owned subsidiary of the Company ( Corporate Merger Sub ), KCDL Holdings, LLC, a Delaware limited liability company ( Seller ), and KC Distance Learning, Inc., a Delaware corporation and a wholly-owned subsidiary of Seller ( KCDL ). Pursuant to the terms of the Merger Agreement, (i) KCDL merged with Corporate Merger Sub, with KCDL continuing as the surviving corporation of the merger (the First Merger ), and (ii) immediately after the First Merger, KCDL (as the surviving corporation of the First Merger) merged with LLC Merger Sub, with LLC Merger Sub continuing as the surviving entity of the merger (the Second Merger and together with the First Merger, the Mergers ). The Mergers were consummated on July 23, 2010 following the execution of the Merger Agreement.

This Amendment amends the Original Form 8-K filed on July 26, 2010 to provide, as required by Items 9.01(a) and 9.01(b), the audited annual and unaudited interim financial statements of KCDL and the unaudited pro forma condensed consolidated financial information related to the KCDL acquisition.

#### **Item 9.01. Financial Statements and Exhibits.**

(a) *Financial Statements of Businesses Acquired.*

The following audited financial statements are attached hereto as Exhibit 99.1:

Report of Deloitte & Touche LLP, Independent Auditors

The balance sheet of KCDL as of January 2, 2010

The statement of operations of KCDL for the year ended January 2, 2010

The statement of stockholders' equity for the year ended January 2, 2010

The statement of cash flows for the year ended January 2, 2010

Notes to financial statements

The following unaudited financial statements are attached hereto as Exhibit 99.2:

The unaudited balance sheet of KCDL as of July 3, 2010

The unaudited statement of operations of KCDL for the six months ended July 3, 2010 and the six months ended July 4, 2009

The unaudited statement of stockholders' equity for the six months ended July 3, 2010

The unaudited statement of cash flows for the six months ended July 3, 2010 and the six months ended July 4, 2009

Notes to unaudited financial statements

(b) *Pro Forma Financial Information.*

The following unaudited pro forma financial information is attached hereto as Exhibit 99.3:

The unaudited pro forma condensed consolidated balance sheets as of June 30, 2010

The unaudited pro forma condensed consolidated statements of operations for the year ended June 30, 2010

Notes to unaudited pro forma condensed consolidated financial statements

(c) *Exhibits.*

Exhibit No.	Description
23.1	Consent of Deloitte & Touche LLP, Independent Auditors
99.1	Audited Financial Statements of KC Distance Learning, Inc.
99.2	Unaudited Financial Statements of KC Distance Learning, Inc.
99.3	Unaudited Pro Forma Financial Information of K12 Inc. giving effect to the acquisition of KC Distance Learning, Inc.

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

K12 Inc.

October 8, 2010

By: /s/ Howard D. Polsky

Name: Howard D. Polsky

Title: General Counsel and Secretary

Exhibit Index

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