K12 INC Form 4/A April 27, 2015

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

2 Jaguar Nama and Tielzer or Tradina

OMB APPROVAL OMB

3235-0287 Number: January 31, Expires:

2005

0.5

Estimated average

burden hours per response...

5 Relationship of Reporting Person(s) to

if no longer subject to Section 16. Form 4 or Form 5

Check this box

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1. Name and Address of Reporting Person *

04/04/2015

1(b).

Common

Stock

Cleveland A	Allison	Symbol	C [LRN]	Issuer (Check all applicable)				
(Last) 2300 CORP DRIVE, SU	ORATE PARK	3. Date o. (Month/I 04/04/2		Director 10% Owner Officer (give title Other (specify below) EVP, School Mgmt. & Services				
	(Street)		endment, Date Original nth/Day/Year) 015	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person				
	I, VA 20171			Form filed by More than One Reporting Person				
(City)	(State)	(Zip) Tab l	le I - Non-Derivative Securities Acc	quired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8) (A) or Code V Amount (D) Price	5. Amount of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)				

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

 $\mathbf{F}^{(1)}$

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

41,216

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

486

D

Edgar Filing: K12 INC - Form 4/A

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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)	S	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	t of ying es	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cleveland Allison 2300 CORPORATE PARK DRIVE SUITE 200 HERNDON, VA 20171

EVP, School Mgmt. & Services

Signatures

/s/ Christopher Ryan, attorney-in-fact

04/27/2015

**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).

Represents the number of shares withheld by the company upon the vesting of restricted shares to cover the executive's withholding tax on income associated with the satisfaction of all vesting conditions. The number of shares withheld is based upon the closing price of a share of K12 common stock on the date prior to the vesting date.

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

Reporting Owners 2