

DAVIS NATHANIEL A  
 Form 4  
 September 19, 2018

**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 \*  
**DAVIS NATHANIEL A**  
  
 (Last) (First) (Middle)  
**2300 CORPORATE PARK DRIVE**  
  
 (Street)  
**HERNDON, VA 20171**  
  
 (City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**K12 INC [LRN]**  
  
 3. Date of Earliest Transaction  
 (Month/Day/Year)  
**09/18/2018**  
  
 4. 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 and CEO**  
  
 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)
Common Stock	09/18/2018		A <sup>(1)</sup>	V	115,674 A \$ 0 717,874	D	
Common Stock					382,349	I	Nathaniel A Davis Revocable Trust

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

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SEC 1474 (9-02)

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**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		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date Exercisable	Expiration Date	Title	Amount Number of Shares
Restricted Stock Right <sup>(2)</sup>	<u>(2)</u>	09/18/2018		A		38,254	<u>(2)</u>	08/30/2021	Common Stock	38,254
Restricted Stock Right <sup>(3)</sup>	<u>(3)</u>	09/18/2018		A		413,331	<u>(3)</u>	08/30/2021	Common Stock	413,331
Restricted Stock Right <sup>(4)</sup>	<u>(4)</u>	09/18/2018		A		528,571	<u>(4)</u>	08/30/2021	Common Stock	528,571
Restricted Stock Right <sup>(5)</sup>	<u>(5)</u>	09/18/2018		A		596,022	<u>(5)</u>	08/30/2021	Common Stock	596,022
Restricted Stock Right <sup>(6)</sup>	<u>(6)</u>	09/18/2018		A		724,185	<u>(6)</u>	08/30/2021	Common Stock	724,185
Restricted Stock Right <sup>(7)</sup>	<u>(7)</u>	09/18/2018		A		727,673	<u>(7)</u>	08/30/2021	Common Stock	727,673
Restricted Stock Right <sup>(8)</sup>	<u>(8)</u>	09/18/2018		A		848,857	<u>(8)</u>	08/30/2021	Common Stock	848,857
Restricted Stock Right <sup>(9)</sup>	<u>(9)</u>	09/18/2018		A		939,858	<u>(9)</u>	08/30/2021	Common Stock	939,858

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS NATHANIEL A 2300 CORPORATE PARK DRIVE HERNDON, VA 20171	X		Chairman and CEO	

## Signatures

/s/ John C. Grothaus,  
attorney-in-fact

09/19/2018

\_\_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) These shares are restricted and vest semi-annually, with 20% vesting in the first year and 40% vesting in each of the next two years following the grant date.

Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon

(2) K12's common stock achieving an average stock price that equals or exceeds \$21.18 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon

(3) K12's common stock achieving an average stock price that equals or exceeds \$22.63 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon

(4) K12's common stock achieving an average stock price that equals or exceeds \$25.86 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon

(5) K12's common stock achieving an average stock price that equals or exceeds \$29.38 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon

(6) K12's common stock achieving an average stock price that equals or exceeds \$33.21 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon

(7) K12's common stock achieving an average stock price that equals or exceeds \$37.35 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon

(8) K12's common stock achieving an average stock price that equals or exceeds \$46.65 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

Each restricted stock right represents a contingent right to receive one share of K12 common stock. The restricted stock right vests upon

(9) K12's common stock achieving an average stock price that equals or exceeds \$57.38 per share based on the average 30-calendar day closing stock price subsequent to seven days after the FY 2021 year end earnings release.

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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