Cleveland Allison Form 4 August 08, 2017

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

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

Check this box

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

1(b).

(Print or Type Responses)

08/06/2017

Stock

See Instruction

1. Name and Address of Reporting Person * Cleveland Allison			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)	3. Date of Earliest Transaction									
2300 CORPORATE PARK DRIVE			(Month/Day/Year) 08/06/2017						Director 10% Owner Other (specify below) below) EVP, School Mgmt. & Services			
	(Street)		4. If Ame	ndment,	Dat	te Origina	1		6. Individual or Jo	oint/Group Filin	g(Check	
	Filed(Mor	th/Day/Y	(ear)				Applicable Line) _X_ Form filed by One Reporting Person					
HERNDON, VA 20171									Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned	
1.Title of	2. Transaction Da	te 2A. Dee	med	3.		4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Year	Month/Day/Year) Execution		Date, if Transaction(A) or Dispose			spose	d of (D)	Securities	Form: Direct	Indirect	
(Instr. 3) any		Code			(Instr. 3, 4 and 5)			Beneficially	(D) or	Beneficial		
		(Month/	Day/Year)	(Instr.	8)				Owned	Indirect (I)	Ownership	
				Code	v	Amount	(A) or (D)	Price	Following Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	(Instr. 4)	
Common	08/06/2017			F (1)		2 335	D	\$	01 091	D		

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

 $F_{\underline{(1)}}$

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

91,981

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

2.335

D

18.09

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title a	nd	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if Transaction		onNumber	Expiration Date		Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ng	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	S	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3 a	and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								Δ1	mount		
								or			
						Date	Expiration Date		ımber		
						Exercisable		of			
				Code V	(A) (D)				ares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Cleveland Allison 2300 CORPORATE PARK DRIVE HERNDON, VA 20171

EVP, School Mgmt. & Services

Signatures

/s/ John C. Grothaus, attorney-in-fact 08/08/2017

**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 vesting date, or if the vesting date fell on a weekend or market holiday, upon the closing price of a share of K12 common stock on the most recent prior market day.

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.

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