## Edgar Filing: K12 INC - Form 4

K12 INC												
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February 14,	2014											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL				
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								COMMISSION	OMB Number:	3235-0287		
Check this box if no longer										Expires:	January 31	
subject to		EMENT O	F CHAN		GES IN BENEFICIAL OWN				NERSHIP OF	Estimated a	2005 Iverage	
Section 1						SECURITIES				burden hou	rs per	
Form 4 or Form 5		Filed pursuant to Section 16(a) of the Securities Exchange Act of						• A et ef 1024	response 0.			
obligation	20	<b>^</b>						•				
may cont	inue.		of the In	•		•	· ·		1935 or Section	1		
See Instru 1(b).	iction	50(II)	of the m	vestin	JIIU	Compan	y At	101194	-0			
(Print or Type F	Responses)											
Polsky Howard D. Syml				2. Issuer Name <b>and</b> Ticker or Trading ymbol [12 INC [LRN]					5. Relationship of Reporting Person(s) to Issuer			
									(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	f Earlies	t Tra	ansaction			(Cheer	t un upplicable	·)	
2200 CODD			(Month/D	-					Director 10% Owner X_ Officer (give title Other (specify			
2300 CORP	ORATE PAR	K DRIVE	02/12/20	014					below)	below) ounsel & Secre		
(Street) 4. If Ame			4. If Ame	ndment, Date Original					6. Individual or Joint/Group Filing(Check			
Filed(Mon				th/Day/Year)					Applicable Line) _X_ Form filed by One Reporting Person			
HERNDON	, VA 20171								_X_ Form filed by C Form filed by M Person			
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	ities Aca	uired, Disposed of	or Beneficial	lv Owned	
1.Title of	2. Transaction	Date 2A Deer		3.		4. Securit			5. Amount of	6. Ownership	-	
Security					actio	n(A) or Di			Securities	Form: Direct		
(Instr. 3)		any				(Instr. 3,	4 and	5)	Owned	Indirect (I) Owne	Beneficial	
	(Month/	(Month/Day/Year)						Ownership (Instr. 4)				
							$(\Lambda)$		Reported	(	(	
							(A) or		Transaction(s)			
				Code	V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	02/12/2014			F <u>(1)</u>		922	D	\$ 21.12	48,356	D		

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

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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. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Polsky Howard D. 2300 CORPORATE PARK DRIVE HERNDON, VA 20171			General Counsel & Secretary				
Signatures							
/s/ John C. Grothaus, attorney-in-fact	02/	14/2014					

\*\*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) Represents the withholding of shares for tax purposes in connection with the vesting of RSAs.

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.