K12 INC Form 3 February 10, 2016

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

OMB APPROVAL

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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

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Udell Stuart

(Last)

(First)

(Middle)

Statement

(Month/Day/Year)

02/08/2016

2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol

K12 INC [LRN]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Chief Executive Officer

5. If Amendment, Date Original

Filed(Month/Day/Year)

2300 CORPORATE PARK DRIVE, Â SUITE 200

(Street)

_X__ Director _X__ Officer

10% Owner Other (give title below) (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting

Person

Form filed by More than One

Reporting Person

HERNDON, VAÂ 20171

(City) (State) (Zip)

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned

(Instr. 4)

Ownership Form:

(I)

Table I - Non-Derivative Securities Beneficially Owned

4. Nature of Indirect Beneficial Ownership (Instr. 5)

Direct (D) or Indirect (Instr. 5)

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and **Expiration Date** (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of

Ownership Form of Derivative

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable

Expiration Title Date

Amount or Number of

Shares

Derivative Security

Security: Direct (D) or Indirect (I)

(Instr. 5)

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

Udell Stuart

2300 CORPORATE PARK DRIVE **SUITE 200**

ÂΧ Â

Chief Executive Officer Â

HERNDON, VAÂ 20171

Signatures

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

02/10/2016

**Signature of Reporting Person

Date

Explanation of Responses:

No securities are beneficially owned

If the form is filed by more than one reporting person, see Instruction 5(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).

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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