

K12 INC
Form 3/A
February 12, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â TISCH ANDREW H | | (Month/Day/Year) | K12 INC [LRN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| | | 12/12/2007 | | 12/12/2007 |
| 667 MADISON AVENUE,Â 7TH FLOOR | | | (Check all applicable) | |
| (Street) | | | <input checked="" type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| NEW YORK,Â NYÂ 10021 | | | <input type="checkbox"/> Officer | <input checked="" type="checkbox"/> Other |
| (City) | (State) | (Zip) | (give title below) | (specify below) |
| | | | Chairman of the Board | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| | | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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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 Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

(Instr. 5)

| | | | | | | | |
|-----------------------------|-------|------------|--------------|-------|---------|---|---|
| Stock Option (right to buy) | Â (1) | 12/31/2009 | Common Stock | 4,901 | \$ 6.83 | D | Â |
| Stock Option (right to buy) | Â (2) | 12/31/2010 | Common Stock | 9,802 | \$ 6.83 | D | Â |
| Stock Option (right to buy) | Â (3) | 12/31/2011 | Common Stock | 9,803 | \$ 6.83 | D | Â |
| Stock Option (right to buy) | Â (4) | 12/31/2012 | Common Stock | 9,803 | \$ 6.83 | D | Â |
| Stock Option (right to buy) | Â (5) | 12/31/2013 | Common Stock | 9,803 | \$ 7.65 | D | Â |
| Stock Option (right to buy) | Â (6) | 12/31/2014 | Common Stock | 9,803 | \$ 9.18 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-----------------------|
| | Director | 10% Owner | Officer | Other |
| TISCH ANDREW H 667 MADISON AVENUE 7TH FLOOR NEW YORK, NY 10021 | Â X | Â | Â | Chairman of the Board |

Signatures

/s/ Christopher R. Ryan,
attorney-in-fact

02/12/2008

**Signature of Reporting Person

Date

Explanation of Responses:

- * 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).
- (1) Option was granted on July 23, 2002 and vests over 4 years in 16 quarterly installments.
- (2) Option was granted on February 10, 2003 and vests over 4 years in 16 quarterly installments.
- (3) Option was granted on March 31, 2004 and vests over 4 years in 16 quarterly installments.
- (4) Option was granted on March 24, 2005 and vests over 4 years in 16 quarterly installments.
- (5) Option was granted on April 27, 2006 and vests over 4 years in 16 quarterly installments.
- (6) Option was granted on May 17, 2007 and vests over 4 years in 16 quarterly installments.

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Remarks:

This amendment is being filed to correct vesting and expiration information relating to the options

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.