

K12 INC
Form 4
March 28, 2008

FORM 4

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

OMB APPROVAL

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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 *
MOLLUSK HOLDINGS LLC

(Last) (First) (Middle)

101 YGNACIO VALLEY ROAD, SUITE 310

(Street)

WALNUT CREEK, CA 94596

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
K12 INC [LRN]

3. Date of Earliest Transaction (Month/Day/Year)
12/18/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___X___ 10% Owner
___ Officer (give title below) ___ Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)
___ Form filed by One Reporting Person
X 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/18/2007 | | C | | 2,321,157 | A | 1 |
| | | | | | 2,321,157 | D | 2 |

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.

SEC 1474 (9-02)

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. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Series B Preferred Stock | (1) | 12/18/2007 | | C | 2,667,034 | (1) (1) | Common Stock |
| Series C Preferred Stock | (1) | 12/18/2007 | | C | 5,295,631 | (1) (1) | Common Stock |
| Series B Preferred Stock Warrants (Right to buy) | \$ 1.34 | 12/18/2007 | | C | 1,164,179 | (3) 04/08/2008 | Series B Preferred Stock |
| Common Stock Warrants (Right to buy) | \$ 6.83 | 12/18/2007 | | C | 228,270 | (3) 04/08/2008 | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MOLLUSK HOLDINGS LLC 101 YGNACIO VALLEY ROAD SUITE 310 WALNUT CREEK, CA 94596 | | X | | |
| CEPHALOPOD CORP 101 YGNACIO VALLEY ROAD SUITE 310 WALNUT CREEK, CA 94596 | | X | | |
| LAWRENCE INVESTMENTS LLC 101 YGNACIO VALLEY ROAD SUITE 310 WALNUT CREEK, CA 94596 | | X | | |
| ELLISON LAWRENCE JOSEPH 500 ORACLE PARKWAY REDWOOD SHORES, CA 94065 | | X | | |

