

K12 INC  
Form 8-K  
February 20, 2019

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

**FORM 8-K**

**CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): February 18, 2019

K12 Inc.  
(Exact name of registrant as specified in its charter)

|   |  |   |
|---|--|---|
| Delaware<br>(State or other jurisdiction<br>of incorporation) | 001-33883<br>(Commission<br>File Number) | 95-4774688<br>(I.R.S. Employer<br>Identification No.) |
|---|--|---|

2300 Corporate Park Drive, Herndon,  
Virginia 20171  
(Address of principal executive offices) (Zip Code)

Registrant's telephone number, including area code: (703) 483-7000  
Not Applicable

Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 18, 2019, the Board of Directors (the “Board”) of K12 Inc. (the “Company”) appointed, upon the recommendation of the Nominating and Corporate Governance Committee of the Board, Robert Cohen to serve as a member of the Board effective immediately. A Committee assignment for Mr. Cohen will be determined at a future Board meeting. In connection with the appointment, the Board also approved, effective immediately, an increase in the size of the Board from eight members to nine members.

There are no arrangements or understandings between Mr. Cohen and any other person pursuant to which Mr. Cohen was selected as a director of the Company. Mr. Cohen will serve as a director of the Company until the next annual meeting of stockholders of the Company and until his successor is elected and qualified or until his earlier resignation, death or removal.

Mr. Cohen will be compensated in accordance with the Company’s Amended Non-Employee Directors Compensation Plan (the “Plan”) in effect from time to time. Based on the Plan, Mr. Cohen will receive an annual award of restricted stock equivalent to \$120,000 and an annual cash retainer of \$70,000 for service as a member of the Board, prorated for the period from the date of appointment to December 31, 2019.

**Item 7.01. Regulation FD Disclosure.**

On February 20, 2019, the Company issued a press release announcing the appointment of Mr. Cohen to the Board. A copy of this press release is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b> |
|--------------------|--------------------|
|--------------------|--------------------|

|             |  |
|-------------|--|
| <u>99.1</u> | <u>Press release of K12 Inc. dated February 20, 2019</u> |
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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

K12 Inc.

Date: February 20, 2019 By: /s/ Vincent W. Mathis  
Name: Vincent W. Mathis  
Title: Executive Vice President, General Counsel and Secretary