Polsky Howard D. Form 4 September 18, 2012

September 18, 201

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue. See Instruction

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

response...

burden hours per

1(b).

(C:+-)

(Print or Type Responses)

| 1. Name and Address of Reporting Person * Polsky Howard D. | | | 2. Issuer Name and Ticker or Trading Symbol K12 INC [LRN] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | |
|--|---------|----------|--|--|--|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check an applicable) | | | |
| 2300 CORPORATE PARK DRIVE | | K DRIVE | (Month/Day/Year) 09/14/2012 | Director 10% OwnerX Officer (give title Other (specifically) below) General Counsel & Secretary | | | |
| (Street) HERNDON, VA 20171 | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | (State) (| Tabl | e I - Non-D | erivative | Secur | ities Acq | uired, Disposed o | f, or Beneficiall | ly Owned |
|-----------------|---------------------|--------------------|-------------|------------|-----------|-------------|-------------------|-------------------|--------------|
| 1.Title of | 2. Transaction Date | 2A. Deemed | 3. | 4. Securi | ties A | cquired | 5. Amount of | 6. Ownership | 7. Nature of |
| Security | (Month/Day/Year) | Execution Date, if | Transactio | on(A) or D | ispose | d of (D) | Securities | Form: Direct | Indirect |
| (Instr. 3) | | any | Code | (Instr. 3, | 4 and | 5) | Beneficially | (D) or | Beneficial |
| | | (Month/Day/Year) | (Instr. 8) | | | | Owned | Indirect (I) | Ownership |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) |
| | | | | (A) | | | Reported | | |
| | | | | | (A) | | Transaction(s) | | |
| | | | Code V | Amount | or (D) | Price | (Instr. 3 and 4) | | |
| Common Stock | 09/14/2012 | | F | 548 | D | \$ 21.65 | 33,642 | D | |

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

(7:n)

(State)

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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 | 2. Conversion | 3. Transaction Date (Month/Day/Year) | | 4. Transactio | 5. orNumber | 6. Date Exerc Expiration D | | 7. Title at Amount of | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|---|--------------------------------------|------------------|------------------|---|-------------------------------|--------------------|--|-------------------------|------------------------|---|
| Security (Instr. 3) | or Exercise Price of Derivative Security | (monda, Day, Teal) | (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/ | • | Underlyin Securities (Instr. 3 a | ng s | (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | or Title Nu of | nount umber uares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Polsky Howard D.

 $2300\: CORPORATE\: PARK\: DRIVE$

General Counsel & Secretary

HERNDON, VA 20171

Signatures

/s/ John C. Grothaus, attorney-in-fact 09/18/2012

**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).

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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