

MILKEN LOWELL J
Form 4
July 27, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
MILKEN LOWELL J

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 (Month/Day/Year)
07/23/2010

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

See Footnotes 1 to 7

1250 FOURTH STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

____ Form filed by One Reporting Person
 Form filed by More than One Reporting Person

SANTA MONICA, CA 90401

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
Series A Special Stock, par value \$0.0001 (1)	07/23/2010		J(2)	2,750,000 A (2)	2,750,000	I (3) (4) (5) (6) (7)	KCDL Holdings LLC
Common Stock					83,874	I (4) (5) (6) (7)	Cornerstone Financial Group LLC
Common Stock					4,374	I (4) (5) (6) (7)	Knowledge Universe Learning

Common Stock		1,522	I <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	Group LLC Hampstead Associates L.L.C.
Common Stock		4,665,083	I <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	Learning Group LLC
Common Stock		399,171	I <u>(4)</u> <u>(5)</u> <u>(6)</u> <u>(7)</u>	Learning Group Partners
Common Stock		20,000	D	

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILKEN LOWELL J 1250 FOURTH STREET SANTA MONICA, CA 90401				See Footnotes 1 to 7
KNOWLEDGE UNIVERSE LEARNING GROUP LLC 1250 FOURTH STREET SANTA MONICA, CA 90401				See Footnotes 4, 5, 6 & 7

KCDL HOLDINGS LLC
 1250 FOURTH STREET
 SANTA MONICA, CA 90401

See Footnotes 1
 to 7

Signatures

/s/ Lowell J. Milken, By: Lowell J. Milken, An individual	07/27/2010
**Signature of Reporting Person	Date
/s/ Stanley E. Maron, By: Stanley E. Maron, Secretary of Knowledge Universe Learning Group LLC	07/27/2010
**Signature of Reporting Person	Date
/s/ Stanley E. Maron, By: Stanley E. Maron, Secretary of KCDL Holdings LLC	07/27/2010
**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).
- (1) The Series A Special Stock (the "Special Stock") represents a series of K12 Inc. (the "Issuer") Preferred Stock.
- The shares of Special Stock have been issued to KCDL Holdings LLC ("KCDL") pursuant to an Agreement and Plan of Merger, dated as of July 23, 2010, among the Issuer, Kayleigh Sub Two LLC, a wholly owned subsidiary of the Issuer, Kayleigh Sub One Corp., a wholly owned subsidiary of the Issuer, KCDL and KC Distance Learning, Inc. ("KC Distance"), a wholly owned subsidiary of KCDL, pursuant to which, among other matters, KC Distance has been merged with Kayleigh Sub One Corp., with KC Distance continuing as the surviving corporation of the merger, in which each share of common stock, par value \$0.0001 per share, of KC Distance has been converted into shares of the Special Stock. As of July 23, 2010, the estimated value of the consideration exchanged for the Special Stock is \$63,112,500.
- The Special Stock shall be convertible into shares of Common Stock of the Issuer upon the satisfaction of certain conditions set forth in a Certificate of Designations, Preferences and Relative and Other Special Rights, dated as of July 23, 2010 (the "Certificate of Designations"), on a one-for-one basis, subject to certain anti-dilution provisions as set forth in the Certificate of Designations.
- (3) The Special Stock shall be redeemable for cash upon the satisfaction of certain conditions set forth in the Certificate of Designations and subject to certain anti-dilution provisions as set forth in the Certificate of Designations.
- The shares of common stock of the Issuer are held of record by each of Cornerstone Financial Group LLC ("Cornerstone"), Hampstead Associates, L.L.C. ("Hampstead"), Learning Group LLC ("Learning Group"), Learning Group Partners ("Learning Group Partners") and Knowledge Universe Learning Group LLC ("KULG"), respectively. (continued on footnote 5)
- (4) Ridgeview Associates, LLC ("Ridgeview") is the manager and a member of Hampstead, and in such capacities may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities owned of record by Hampstead.
- (5) KULG may also be deemed a controlling person of each of Learning Group and KCDL, and in such capacity may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities owned of record by each of Learning Group and KCDL.
- Lowell J. Milken may be deemed to be a controlling person of each of Cornerstone, Hampstead, Learning Group, Learning Group Partners, Ridgeview, KULG and KCDL. In such capacities, Lowell J. Milken may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities owned of record, or beneficially owned, by each of Cornerstone, Hampstead, Learning Group, Learning Group Partners, Ridgeview, KULG and KCDL, but disclaims such beneficial ownership except to the extent of his pecuniary interest therein.
- (6) The Reporting Persons may be deemed to be a group, and also may be deemed to be a group with Michael R. Milken and other entities which are controlled, directly or indirectly, by Michael R. Milken. The Reporting Persons disclaim such group membership. The filing of this statement shall not be deemed an admission that, for purposes of Section 16 of the Securities Exchange Act of 1934, or otherwise, a Reporting Person is the beneficial owner of equity securities covered by this statement or any other statement that are beneficially owned, directly or indirectly, by any other person.
- (7)

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.