

K12 INC
Form 8-A12B
December 30, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549
FORM 8-A
FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES
PURSUANT TO SECTION 12(b) OR (g) OF THE
SECURITIES EXCHANGE ACT OF 1934
K12 Inc.**

(Exact Name of Registrant as Specified in Its Charter)

Delaware

95-4774688

(State of Incorporation or Organization)

(I.R.S. Employer
Identification No.)

2300 Corporate Park Drive
Herndon, Virginia

20171

(Address of Principal Executive Offices)

(Zip Code)

If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), please check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), please check the following box.

Securities Act registration statement file number to which this form relates: 333-144894

Securities to be registered pursuant to Section 12(b) of the Act:

Title of each class to be so registered:

Name of each exchange on which each class is to be registered:

Common Stock, par value \$0.0001 per

New York Stock Exchange, Inc.

share

Securities to be registered pursuant to Section 12(g) of the Act:

None

Item 1. Description of Registrant's Securities to be Registered.

The description of the Common Stock of the Registrant set forth under the caption "Description of Capital Stock" in Registrant's prospectus dated December 12, 2007, filed with the Securities and Exchange Commission (the Commission) pursuant to Rule 424(b) under the Securities Act of 1933, as amended, which is incorporated herein by reference in response to this item and which is included in the Registrant's Registration Statement on Form S-1 (Registration No. 333-144894) as originally filed with the Commission on July 27, 2007 and as subsequently amended.

Item 2. Exhibits.

Under the Instructions as to exhibits with respect to Form 8-A, no exhibits are required to be filed because no other securities of the Registrant are registered on the New York Stock Exchange, Inc. and the securities registered hereby are not being registered pursuant to Section 12(g) of the Securities Exchange Act of 1934, as amended.

SIGNATURE

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the registrant has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized.

Date: December 30, 2008

K12 Inc.
(Registrant)

By: /s/ Howard D. Polsky
Howard D. Polsky
Senior Vice President, General Counsel
and Secretary