Szalay Maria A. Form 4/A November 02, 2011

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB 3235-0287

OMB APPROVAL

Number:

Expires:

January 31,

2005

0.5

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subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

Common

Stock

07/08/2011

(Print or Type Responses)

1. Name and Address of Reporting Person * Szalay Maria A.			2. Issuer Name and Ticker or Trading Symbol K12 INC [LRN]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Middle)	3. Date of	Earliest Tra	ansaction			`	k all applicable	ŕ	
2300 CORP	ORATE PARK	DRIVE	(Month/D 07/08/20	•				Director _X_ Officer (give below) SVP, Pro		Owner or (specify	
	4. If Amendment, Date Original Filed(Month/Day/Year) 07/12/2011					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
HERNDON, VA 20171			01112011					Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any		3. Transactio Code (Instr. 8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D) 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)		
Common Stock	07/08/2011			M	490	A	\$ 13.66	9,075	D		

433

M

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

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SEC 1474

(9-02)

D

\$ 9,508

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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. Transacti Code (Instr. 8)	5. Number on f 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy) (1)	\$ 17.46	07/08/2011		M	433	(2)	07/13/2017	Common Stock	433

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Szalay Maria A.

2300 CORPORATE PARK DRIVE

HERNDON, VA 20171

SVP, Product Development

8. F Der Sec (Ins

Signatures

/s/ Christopher R. Ryan,

attorney-in-fact 11/02/2011

**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).
- This transaction was previously reported as an exercise of an option granted on July 3, 2007 at a conversion price of \$13.66; however, this transaction was actually exercise of an option that was granted on July 13, 2009 at a conversion price of \$17.46. Therefore, the acquisition of 923 shares at a single exercise price on July 8, 2011 (as disclosed in Table I of the original form) was actually the acquisition of 490 and 433 shares, respectively, at two different exercise prices as noted in Table I of this amended form.
- (2) Shares vest 25% on the one-year anniversary of the grant date (July 13, 2009) and the remaining 75% vest quarterly for the following three years.

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.

Reporting Owners 2