

MILKEN LOWELL J

Form 4

January 31, 2011

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
KCDL HOLDINGS LLC

(Last) (First) (Middle)

1250 FOURTH STREET

(Street)

SANTA MONICA, CA 90401

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading
Symbol
K12 INC [LRN]

3. Date of Earliest Transaction
(Month/Day/Year)
01/27/2011

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

X See Fn. (1)(2)(3)(4)(5)(6)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____ Form filed by One Reporting Person
X Form filed by More than One Reporting
Person

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)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
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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)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Series A Special Stock, par value \$0.0001 (1) (2)	(3)	01/27/2011			C		2,750,000		01/27/2011	(3)	Common Stock	2,750,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KCDL HOLDINGS LLC 1250 FOURTH STREET SANTA MONICA, CA 90401				X See Fn. (1)(2)(3)(4)(5)(6)
MILKEN LOWELL J 1250 FOURTH STREET SANTA MONICA, CA 90401				X See Fn. (1)(2)(3)(4)(5)(6)
MILKEN MICHAEL R 1250 FOURTH STREET SANTA MONICA, CA 90401				X See Fn. (1)(2)(3)(4)(5)(6)
Knowledge Universe LLC 1250 FOURTH STREET SANTA MONICA, CA 90401				X See Fn. (4)(5)(6)

Signatures

/s/ Lowell J. Milken	01/31/2011
__Signature of Reporting Person	Date
/s/ Michael R. Milken	01/31/2011
__Signature of Reporting Person	Date
/s/ Stanley E. Maron, Secretary of Knowledge Universe Learning Group LLC	01/31/2011
__Signature of Reporting Person	Date
/s/ Stanley E. Maron, Secretary of KCDL Holdings LLC	01/31/2011
__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).

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- (1) The Series A Special Stock (the "Special Stock") represents a series of K12 Inc. (the "Issuer") Preferred Stock.

The shares of Special Stock were issued to KCDL Holdings LLC ("KCDL") on July 23, 2010 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., a wholly owned subsidiary of KCDL. The acquisition of the Special Stock was previously reported on a Form 4 filed on July 27, 2010.

- (2) Following approval by the holders of a majority of the Issuer's Common Stock at a special meeting of stockholders on January 27, 2011, the Special Stock is convertible into shares of Common Stock of the Issuer at any time on a one-for-one basis, with no expiration date,
- (3) subject to certain anti-dilution provisions as set forth in the Certificate of Designations, Preferences and Relative and Other Special Rights, dated as of July 23, 2010 (the "Certificate of Designations"). Upon the satisfaction of certain conditions set forth in the Certificate of Designations, the Special Stock will automatically convert into 2,750,000 shares of Common Stock.

- Knowledge Universe Learning Group LLC ("KULG") may be deemed a controlling person of KCDL, and in such capacity may be
- (4) deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, any securities owned of record by KCDL.

- Each of Lowell J. Milken and Michael R. Milken may be deemed to be a controlling person of each of KULG and KCDL. In such capacities, each of Lowell J. Milken and Michael R. 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 KULG and KCDL, but each of Mssrs. L. Milken and M. Milken disclaims such beneficial ownership except to the extent of his pecuniary interest therein.
- (5)

- The Reporting Persons may be deemed to be a group, and also may be deemed to be a group with other entities which are controlled, directly or indirectly, by Lowell J. Milken and/or Michael R. Milken. The Reporting Persons disclaim such group membership. The filing
- (6) 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.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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