

K12 INC  
Form 8-K  
July 16, 2009

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported):

July 15, 2009

**K12 Inc.**

\_\_\_\_\_  
(Exact name of registrant as specified in its charter)

Delaware

001-33883

95-4774688

\_\_\_\_\_  
(State or other jurisdiction  
of incorporation)

\_\_\_\_\_  
(Commission  
File Number)

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

2300 Corporate Park Drive, Herndon, Virginia

20171

\_\_\_\_\_  
(Address of principal executive offices)

\_\_\_\_\_  
(Zip Code)

Registrant's telephone number, including area code:

(703) 483-7000

Not Applicable

\_\_\_\_\_  
Former name or former address, if changed since last report

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**Top of the Form**

**Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

(d) On July 14, 2009, Nathaniel A. Davis, age 55, was appointed to the Board of Directors (the "Board") of K12 Inc. (the "Company"). Mr. Davis was previously Chief Executive Officer and President of XM Satellite Radio Inc. Mr. Davis will serve as a Director of the Company until the next annual meeting of shareholders of the Company and until his successor is elected and qualified or until his death, retirement, resignation or removal. Mr. Davis has not yet been named to serve on any of the committees of the Board. All similar non-employee Directors of the Company receive an option to purchase 5,000 shares of common stock of the Company and a cash retainer of \$25,000 per year for service as a Director. There are no arrangements or understandings between Mr. Davis and any other person pursuant to which Mr. Davis was appointed a Director of the Company.

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**Top of the Form**

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

K12 Inc.

*July 15, 2009*

By: */s/Howard D. Polsky*

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*Name: Howard D. Polsky*

*Title: SVP, General Counsel and Secretary*