

HAMPSTEAD ASSOCIATES LLC
 Form 4
 December 19, 2007

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 MICHAEL R

(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)
 12/18/2007

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 below) ___X___ Other (specify below)
 X(2)(3)(4)(6) (7)

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	(A) or (D)	Price	
Common Stock	12/18/2007		C		830	A	1,522	Hampstead Associates, L.L.C.
Common Stock	12/18/2007		C		753,846	A	753,846	Learning Group LLC
Common Stock	12/18/2007		C		3,911,237	A	4,665,083	Learning Group LLC
Common Stock							609,171	Learning Group Partners

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)
					V	(A)	(D)	Date Exercisable	
Series B Convertible Preferred Stock	(1)	12/18/2007		C		4,233.5	(1)	(1)	Common Stock
Series B Convertible Preferred Stock	(1)	12/18/2007		C		3,844,618	(1)	(1)	Common Stock
Series C Convertible Preferred Stock	(1)	12/18/2007		C		19,947,312.55	(1)	(1)	Common Stock
Series B Convertible Preferred Stock Warrants (right to buy)	\$ 1.34	12/18/2007		C		582,089.5	(5)	(5)	Series B Convertible Preferred Stock
Common Stock Warrants (right to buy)	\$ 6.834	12/18/2007		C	114,135		(5)	(5)	Common Stock

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

X(2)(3)(4)(6) (7)

MILKEN MICHAEL R
1250 FOURTH STREET
SANTA MONICA, CA 90401

HAMPSTEAD ASSOCIATES LLC
1250 FOURTH STREET
SANTA MONICA, CA 90401

X(2)(7)

RIDGEVIEW ASSOCIATES LLC
1250 FOURTH STREET
SANTA MONICA, CA 90401

X(2)(7)

LEARNING GROUP LLC
1250 FOURTH STREET
SANTA MONICA, CA 90401

X(3)(7)

LEARNING GROUP PARTNERS
1250 FOURTH STREET
SANTA MONICA, CA 90401

X(4)(7)

KNOWLEDGE INDUSTRIES LLC
1250 FOURTH STREET
SANTA MONICA, CA 90401

X(6)(7)

Signatures

/s/ Michael R. Milken, an individual	12/19/2007
**Signature of Reporting Person	Date
/s/ Stanley E. Maron, Secretary of Hampstead Associates, L.L.C.	12/19/2007
**Signature of Reporting Person	Date
/s/ Stanley E. Maron, Secretary of Ridgeview Associates, LLC	12/19/2007
**Signature of Reporting Person	Date
/s/ Stanley E. Maron, Secretary of Learning Group LLC	12/19/2007
**Signature of Reporting Person	Date
/s/ Stanley E. Maron, Secretary of Learning Group Partners	12/19/2007
**Signature of Reporting Person	Date
/s/ Stanley E. Maron, Secretary of Knowledge Industries LLC	12/19/2007
**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 B Convertible Preferred Stock ("Series B shares") and the Series C Convertible Preferred Stock ("Series C shares") of the Issuer converted into common stock of the Issuer on a 5.1-for-1 basis and had no expiration date.
- (2) The shares of common stock of the Issuer are, and Series B shares of the Issuer were, held of record by Hampstead Associates, L.L.C., a Delaware limited liability company ("Hampstead"). Ridgeview Associates, LLC, a California limited liability company ("Ridgeview"), is the manager and a member of Hampstead, and in such capacities may be deemed to have the power to direct

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the voting and disposition of, and to share beneficial ownership of, any securities owned of record by Hampstead. Michael R. Milken may be deemed to be a controlling person of Ridgeview 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 beneficially owned by Ridgeview, but disclaims such beneficial ownership except to the extent of his pecuniary interest therein.

- (3) The shares of common stock of the Issuer are, and Series B shares and Series C shares of the Issuer were, held of record by Learning Group LLC, a Delaware limited liability company ("Learning Group"). Michael R. Milken may be deemed to be a controlling person of Learning Group 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 Learning Group, but disclaims such beneficial ownership except to the extent of his pecuniary interest therein.

- (4) The shares of common stock of the Issuer are held of record by Learning Group Partners, a California general partnership ("Learning Group Partners"). Michael R. Milken may be deemed to be a controlling person of Learning Group Partners 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 Learning Group Partners, but disclaims such beneficial ownership except to the extent of his pecuniary interest therein.

- (5) The warrants to purchase Series B Convertible Preferred Stock ("Series B warrants") of the Issuer converted into common stock warrants ("common stock warrants") of the Issuer on a 5.1-for-1 basis. The common stock warrants are immediately exercisable and will expire on April 8, 2008.

- (6) The common stock warrants are, and Series B warrants were, held of record by Knowledge Industries LLC, a California limited liability company ("Knowledge Industries"). Michael R. Milken may be deemed to be a controlling person of Knowledge Industries 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 Knowledge Industries, but disclaims such beneficial ownership except to the extent of his pecuniary interest therein.

- (7) The Reporting Persons may be deemed to be a group, and also may be deemed to be a group with Lowell J. Milken and other entities which are controlled, directly or indirectly, by Lowell J. 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.

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.