

Edgar Filing: K12 INC - Form SC 13G/A

K12 INC  
Form SC 13G/A  
May 12, 2014

SCHEDULE 13G

Amendment No. 2  
K12 INC  
COMMON STOCK  
Cusip #48273U102

Cusip #48273U102

|          |                            |
|----------|----------------------------|
| Item 1:  | Reporting Person - FMR LLC |
| Item 4:  | Delaware                   |
| Item 5:  | 4,806                      |
| Item 6:  | 0                          |
| Item 7:  | 54,800                     |
| Item 8:  | 0                          |
| Item 9:  | 54,800                     |
| Item 11: | 0.139%                     |
| Item 12: | HC                         |

Cusip #48273U102

|          |   |
|----------|---|
| Item 1:  | Reporting Person - Edward C. Johnson 3d |
| Item 4:  | United States of America                |
| Item 5:  | 0                                       |
| Item 6:  | 0                                       |
| Item 7:  | 54,800                                  |
| Item 8:  | 0                                       |
| Item 9:  | 54,800                                  |
| Item 11: | 0.139%                                  |
| Item 12: | IN                                      |

SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Item 1(a). Name of Issuer:

K12 INC

Item 1(b). Name of Issuer's Principal Executive Offices:

2300 CORPORATE PARK DRIVE  
SUITE 200  
HERNDON, VA 20171  
USA

Item 2(a). Name of Person Filing:

FMR LLC

Item 2(b). Address or Principal Business Office or, if None,  
Residence:

245 Summer Street, Boston, Massachusetts 02210

Item 2(c). Citizenship:

Not applicable

Item 2(d). Title of Class of Securities:

COMMON STOCK

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Item 2(e).

CUSIP Number:

48273U102

Item 3. This statement is filed pursuant to Rule 13d-1(b) or 13d-2(b) and the person filing, FMR LLC, is a parent holding company in accordance with Section 240.13d-1(b) (ii) (G). (Note: See Item 7).

Item 4. Ownership

(a) Amount Beneficially Owned: 54,800

(b) Percent of Class: 0.139%

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote: 4,806

(ii) shared power to vote or to direct the vote: 0

(iii) sole power to dispose or to direct the disposition of: 54,800

(iv) shared power to dispose or to direct the disposition of: 0

Item 5. Ownership of Five Percent or Less of a Class.

If this statement is being filed to report the fact that as of the date hereof, the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following (X).

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company.

See attached Exhibit A.

Item 8. Identification and Classification of Members of the Group.

Not applicable. See attached Exhibit A.

Item 9. Notice of Dissolution of Group.

Not applicable.

Item 10. Certification.

In as much as the reporting persons are no longer the beneficial owners of more than five percent of the number of shares outstanding, the reporting persons have no further reporting obligation under Section 13(d) of the Securities and Exchange Commission thereunder, and the reporting persons have no obligation to amend this Statement if any material change occurs in

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the facts set forth herein.

Signature

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

May 9, 2014

Date

/s/ Scott C. Goebel

Signature

Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries  
SCHEDULE 13G - TO BE INCLUDED IN STATEMENTS  
FILED PURSUANT TO RULE 13d-1(b) or 13d-2(b)

Pursuant to the instructions in Item 7 of Schedule 13G, Fidelity Management & Research Company ("Fidelity"), 245 Summer Street, Boston, Massachusetts 02210, a wholly-owned subsidiary of FMR LLC and an investment adviser registered under Section 203 of the Investment Advisers Act of 1940, is the beneficial owner of 49,994 shares or 0.126% of the COMMON STOCK outstanding of K12 INC ("the Company") as a result of acting as investment adviser to various investment companies registered under Section 8 of the Investment Company Act of 1940.

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity, and the funds each has sole power to dispose of the 49,994 shares owned by the Funds.

Members of the family of Edward C. Johnson 3d, Chairman of FMR LLC, are the predominant owners, directly or through trusts, of Series B voting common shares of FMR LLC, representing 49% of the voting power of FMR LLC. The Johnson family group and all other Series B shareholders have entered into a shareholders' voting agreement under which all Series B voting common shares will be voted in accordance with the majority vote of Series B voting common shares. Accordingly, through their ownership of voting common shares and the execution of the shareholders' voting agreement, members of the Johnson family may be deemed, under the Investment Company Act of 1940, to form a controlling group with respect to FMR LLC.

Neither FMR LLC nor Edward C. Johnson 3d, Chairman of FMR LLC, has the sole power to vote or direct the voting of the shares owned directly by the Fidelity Funds, which power resides with the Funds' Boards of Trustees. Fidelity carries out the voting of the shares under written guidelines established by the Funds' Boards of Trustees.

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Fidelity Management Trust Company, 245 Summer Street, Boston, Massachusetts 02210, a wholly-owned subsidiary of FMR LLC and a bank as defined in Section 3(a)(6) of the Securities Exchange Act of 1934, is the beneficial owner of 4,806 shares or 0.012% of the COMMON STOCK outstanding of the Company as a result of its serving as investment manager of the institutional account(s).

Edward C. Johnson 3d and FMR LLC, through its control of Fidelity Management Trust Company, each has sole dispositive power over 4,806 shares and sole power to vote or to direct the voting of 4,806 shares of COMMON STOCK owned by the institutional account(s) as reported above.

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RULE 13d-1(f)(1) AGREEMENT

The undersigned persons, on May 9, 2014, agree and consent to the joint filing on their behalf of this Schedule 13G in connection with their beneficial ownership of the COMMON STOCK of K12 INC at April 30, 2014.

FMR LLC

By /s/ Scott C. Goebel  
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of FMR LLC and its direct and indirect subsidiaries

Edward C. Johnson 3d

By /s/ Scott C. Goebel  
Scott C. Goebel

Duly authorized under Power of Attorney effective as of June 1, 2008, by and on behalf of Edward C. Johnson 3d

Fidelity Management & Research Company

By /s/ Scott C. Goebel  
Scott C. Goebel  
Senior V.P. and General Counsel

Document-Separator. This page separates the filing documents of two notifications.

Page of

Exhibit A