

HOAG JAY C
Form 3
May 02, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *
Â REYNOLDS JON Q JR
(Last) (First) (Middle)

2. Date of Event Requiring Statement
(Month/Day/Year)
04/27/2011

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O TECHNOLOGY
CROSSOVER
VENTURES,Â 528 RAMONA
STREET
(Street)

(Check all applicable)

Director 10% Owner
 Officer Other
(give title below) (specify below)
May be part of a 13(d) group

PALO ALTO,Â CAÂ 94301
(City) (State) (Zip)

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

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|---|---|---|
| Common Stock | 2,617,727 | I | TCV VII, L.P. (1) (2) |
| Common Stock | 1,359,447 | I | TCV VII (A), L.P. (1) (3) |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|--|--|--|---|
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------|------------------------------|
| | Director | 10% Owner | Officer | Other |
| REYNOLDS JON Q JR C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | â X | â X | â | May be part of a 13(d) group |
| TCV VII LP C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | â | â X | â | May be part of a 13(d) group |
| TCV VII(A) L P C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | â | â X | â | May be part of a 13(d) group |
| Technology Crossover Management VII, Ltd. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | â | â X | â | May be part of a 13(d) group |
| Technology Crossover Management VII, L.P. C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | â | â X | â | May be part of a 13(d) group |
| HOAG JAY C C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | â | â X | â | May be part of a 13(d) group |
| KIMBALL RICK C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | â | â X | â | May be part of a 13(d) group |
| DREW JOHN C/O TECHNOLOGY CROSSOVER VENTURES 528 RAMONA STREET PALO ALTO, CA 94301 | â | â X | â | May be part of a 13(d) group |
| | â | â X | â | |

GRIFFITH WILLIAM
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

May be part of a 13(d)
 group

Trudeau Robert
 C/O TECHNOLOGY CROSSOVER VENTURES
 528 RAMONA STREET
 PALO ALTO, CA 94301

^ ^ X ^

May be part of a 13(d)
 group

Signatures

| | |
|---|------------|
| Frederic D. Fenton Authorized signatory for Jon Q. Reynolds, Jr. | 05/02/2011 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for TCV VII, L.P. | 05/02/2011 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for TCV VII (A), L.P. | 05/02/2011 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Technology Crossover Management VII, Ltd. | 05/02/2011 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Technology Crossover Management VII, L.P. | 05/02/2011 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Jay C. Hoag | 05/02/2011 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Richard H. Kimball | 05/02/2011 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for John L. Drew | 05/02/2011 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for William J.G. Griffith IV | 05/02/2011 |
| **Signature of Reporting Person | Date |
| Frederic D. Fenton Authorized signatory for Robert W. Trudeau | 05/02/2011 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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 Form 3 is filed by more than one Reporting Person and is a joint filing with the Form 3 filed by TCV Member Fund, L.P. and

- (1) Christopher P. Marshall, Timothy P. McAdam, John C. Rosenberg and David L. Yuan (and, together with Jon Q. Reynolds, Jr., Jay C. Hoag, Richard H. Kimball, John L. Drew, William J.G. Griffith IV, and Robert W. Trudeau, the "Class A Directors") on May 2, 2011.
- (2) These securities are directly held by TCV VII, L.P. The Class A Directors are Class A Directors of Technology Crossover Management VII, Ltd. ("Management VII") and limited partners of Technology Crossover Management VII, L.P. ("TCM VII"). Management VII is the general partner of TCM VII, which is the general partner of TCV VII, L.P. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII, L.P., but each of the Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Management VII has no

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pecuniary interest in any of the securities that are being jointly reported by the Reporting Persons on this Form 3.

- (3) These securities are directly held by TCV VII (A), L.P. The Class A Directors are Class A Directors of Management VII and limited partners of TCM VII . Management VII is the general partner of TCM VII, which is the general partner of TCV VII (A), L.P. The Class A Directors, Management VII and TCM VII may be deemed to beneficially own the securities held by TCV VII (A), L.P., but each of the Class A Directors, Management VII and TCM VII disclaim beneficial ownership of such securities except to the extent of their pecuniary interest therein. Management VII has no pecuniary interest in any of the securities that are being jointly reported by the Reporting Persons on this Form 3.

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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