

K12 INC  
Form 8-K  
February 24, 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):

February 24, 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))

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**Item 5.05 Amendments to the Registrant's Code of Ethics, or Waiver of a Provision of the Code of Ethics.**

At its meeting on February 18, 2009, the Board of Directors of K12 Inc. (the "Company") amended its Code of Business Conduct and Ethics (the "Code of Conduct"), which applies to all of its directors, officers and employees. The Company first adopted the Code of Conduct in 2007 in conjunction with its initial public offering. The amendments adopted by the Board of Directors involve clarifications and enhancements to Section VI of the Code of Conduct related to the giving and receiving of gifts and entertainment, and are designed to ensure high ethical standards as the Company expands its business domestically and internationally. The revisions include: a ban on all cash gifts and securities; restrictions on giving or accepting gifts having more than token or nominal value; guidelines for permissible business meals and entertainment; and disclosure and pre-approval requirements for senior executives and employees, respectively, related to such gifts and entertainment. The foregoing summary description of the amendments to the Company's Code of Conduct is qualified in its entirety by reference to the amended K12 Inc. Code of Business Conduct and Ethics, a complete copy of which is filed as Exhibit 14.1 to this Form 8-K, and incorporated herein by reference. The Company will post the amended Code of Conduct on its corporate website at [www.K12.com](http://www.K12.com).

**Item 9.01 Financial Statements and Exhibits.**

Exhibit No. 14.1 - Code of Business Conduct and Ethics of K12 Inc. (Restated as of February 18, 2009)

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**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.

*February 24, 2009*

By: */s/Howard D. Polsky*

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*Name: Howard D. Polsky*

*Title: Senior Vice President, General Counsel & Secretary*

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Exhibit Index

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 14.1               | Code of Business Conduct and Ethics of K12 Inc. (Restated as of February 18, 2009) |