

K12 INC
Form SC 13G
February 13, 2008

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13G

(Rule 13d-102)

**INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT
TO RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED
PURSUANT TO 13d-2(b)**

(Amendment No.)¹

K12 Inc.

(Name of Issuer)

Common Stock

(Title of Class of Securities)

48273U 102

(CUSIP Number)

December 31, 2007

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

¹ The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be filed for the purpose of Section 18 of the Securities Exchange Act of 1934 (Act) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

CUSIP No. 48273U 102

13G

Page 2 of 19 pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Learning Group LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

5 SOLE VOTING POWER

NUMBER OF **4,665,083 shares**

6 SHARED VOTING POWER
SHARES BENEFICIALLY OWNED BY **-0-**

7 SOLE DISPOSITIVE POWER
EACH REPORTING PERSON **4,665,083 shares**

8 SHARED DISPOSITIVE POWER
WITH **-0-**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,665,083 shares

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.1%

12

TYPE OF REPORTING PERSON

OO

CUSIP No. 48273U 102

13G

Page 3 of 19 pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Learning Group Partners

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF **609,171 shares**

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **-0-**

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **609,171 shares**

8 SHARED DISPOSITIVE POWER

WITH **-0-**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

609,171 shares

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

2.2%

12

TYPE OF REPORTING PERSON

PN

CUSIP No. 48273U 102

13G

Page 4 of 19 pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Hampstead Associates, L.L.C.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF **1,522 shares**

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **-0-**

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **1,522 shares**

8 SHARED DISPOSITIVE POWER

WITH **-0-**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,522 shares

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1%

12

TYPE OF REPORTING PERSON

OO

CUSIP No. 48273U 102

13G

Page 5 of 19 pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Cornerstone Financial Group LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

California

5 SOLE VOTING POWER

NUMBER OF **Warrants to purchase 116,632 shares**

6 SHARES BENEFICIALLY OWNED BY SHARED VOTING POWER
-0-

7 EACH REPORTING PERSON SOLE DISPOSITIVE POWER
Warrants to purchase 116,632 shares

8 WITH SHARED DISPOSITIVE POWER
-0-

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

Warrants to purchase 116,632 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 48273U 102

13G

Page 6 of 19 pages

NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Knowledge Industries LLC

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

California

SOLE VOTING POWER

5

NUMBER OF **Warrants to purchase 114,135 shares**

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY **-0-**

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON **Warrants to purchase 114,135 shares**

SHARED DISPOSITIVE POWER

8

WITH **-0-**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

Warrants to purchase 114,135 shares

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

0.4%

12 TYPE OF REPORTING PERSON

OO

CUSIP No. 48273U 102

13G

Page 7 of 19 pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Knowledge Universe Learning Group LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF **Warrants to purchase 7,965 shares**

6 SHARED VOTING POWER

BENEFICIALLY OWNED BY **4,665,083 shares**

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **Warrants to purchase 7,965 shares**

8 SHARED DISPOSITIVE POWER

WITH **4,665,083 shares**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

4,673,048 shares (including warrants to purchase 7,965 shares)

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

17.2%

12

TYPE OF REPORTING PERSON

OO

CUSIP No. 48273U 102

13G

Page 8 of 19 pages

1 NAME OF REPORTING PERSON
I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Ridgeview Associates, LLC

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

- (a)
- (b)

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

5 SOLE VOTING POWER

NUMBER OF **-0-**

6 SHARED VOTING POWER

SHARES BENEFICIALLY OWNED BY **1,522 shares**

7 SOLE DISPOSITIVE POWER

EACH REPORTING PERSON **-0-**

8 SHARED DISPOSITIVE POWER

WITH **1,522 shares**

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,522 shares

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

Less than 0.1%

12

TYPE OF REPORTING PERSON

OO

CUSIP No. 48273U 102

13G

Page 9 of 19 pages

NAME OF REPORTING PERSON

1

I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

Lowell J. Milken

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

(a)

(b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

USA

SOLE VOTING POWER

5

NUMBER OF

Options to purchase 39,216 shares

SHARES

SHARED VOTING POWER

BENEFICIALLY 6

OWNED BY

5,400,373 shares (including warrants to purchase 124,597 shares)

EACH

SOLE DISPOSITIVE POWER

REPORTING 7

PERSON

Options to purchase 39,216 shares

WITH

SHARED DISPOSITIVE POWER

8

5,400,373 shares (including warrants to purchase 124,597 shares)

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,439,589 shares (including warrants to purchase 124,597 shares and options to purchase 39,216 shares)

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

19.9%

12 TYPE OF REPORTING PERSON

IN

CUSIP No. 48273U 102

13G

Page 10 of 19 pages

NAME OF REPORTING PERSON
 I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS (ENTITIES ONLY)

1

Michael R. Milken

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

2

- (a)
- (b)

SEC USE ONLY

3

CITIZENSHIP OR PLACE OF ORGANIZATION

4

USA

SOLE VOTING POWER

5

NUMBER OF **-0-**

SHARED VOTING POWER

6

SHARES BENEFICIALLY OWNED BY **5,397,876 shares (including warrants to purchase 122,100 shares)**

SOLE DISPOSITIVE POWER

7

EACH REPORTING PERSON **-0-**

SHARED DISPOSITIVE POWER

8

WITH **5,397,876 shares (including warrants to purchase 122,100 shares)**

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

9

5,397,876 shares (including warrants to purchase 122,100 shares)

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

o

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

19.8%

12

TYPE OF REPORTING PERSON

IN

Item 1.

(a) Name of Issuer:

K12 Inc.

(b) Address of Issuer's Principal Executive Offices:

2300 Corporate Park Drive
Herndon, VA 20171

Item 2.

(a) Name of Persons Filing:

Learning Group LLC

Learning Group Partners

Hampstead Associates, L.L.C.

Cornerstone Financial Group LLC

Knowledge Industries LLC

Knowledge Universe Learning Group LLC

Ridgeview Associates, LLC

Lowell J. Milken

Michael R. Milken

(b) Address of Principal Business Office:

1250 Fourth Street
Santa Monica, California 90401

(c) Citizenship:

See Item 4 of each cover page.

(d) Title of Class of Securities:

Common Stock

(e) CUSIP Number:

48273U 102

Item 3. If this statement is filed pursuant to Rule 13d-1(b), or 13d-2(b) or (c), check whether the person filing is a:

Not applicable.

Item 4. Ownership.

(a) Amount Beneficially Owned:

Page 11 of 19 pages.

Learning Group LLC (Learning Group) holds 4,665,083 shares of common stock of the Issuer. Knowledge Universe Learning Group LLC (KULG) holds warrants to purchase 7,965 shares of common stock of the Issuer. KULG also 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, the securities owned of record by Learning Group.

Learning Group Partners (Learning Group Partners) holds 609,171 shares of common stock of the Issuer.

Hampstead Associates, L.L.C. (Hampstead) holds 1,522 shares of common stock of the Issuer. Ridgeview Associates, LLC (Ridgeview) is the manager and a member of Hampstead, and in such capacities may be deemed to have the power to direct the voting and disposition of, and to share beneficial ownership of, the securities owned of record by Hampstead.

Cornerstone Financial Group LLC (Cornerstone) holds warrants to purchase 116,632 shares of common stock of the Issuer.

Knowledge Industries LLC (Knowledge Industries) holds 114,135 shares of common stock of the Issuer.

Lowell J. Milken holds options to purchase 39,216 common stock of the Issuer.

Lowell J. Milken may be deemed to be a controlling person of each of Learning Group, KULG, Learning Group Partners, Hampstead, Ridgeview and Cornerstone and in such capacities 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 any of such entities, but disclaims such beneficial ownership.

Michael R. Milken may be deemed to be a controlling person of each of Learning Group, KULG, Learning Group Partners, Hampstead, Ridgeview and 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 beneficially owned by any of such entities, but disclaims such beneficial ownership.

The persons named in Item 2(a) of this Schedule 13G may be deemed to be a group with respect to the securities of the Issuer which they hold directly or indirectly. Such persons disclaim such group membership.

(b) Percent of Class:

See Item 11 of each cover page.

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

Page 12 of 19 pages.

(i) Sole power to vote or direct the vote:

See Item 5 of each cover page.

(ii) Shared power to vote or direct the vote:

See Item 6 of each cover page.

(iii) Sole power to dispose or direct the disposition of:

See Item 7 of each cover page.

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

See Item 8 of each cover page.

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

Not Applicable.

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

See Item 4 above.

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

Not Applicable.

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

See Attachment A.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

Not Applicable.

Page 13 of 19 pages.

SIGNATURES

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.

Dated: February 12, 2008

Learning Group LLC,
a Delaware limited liability company

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

Learning Group Partners,
a California general partnership

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

Hampstead Associates, L.L.C.,
a Delaware limited liability company

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

Cornerstone Financial Group LLC,
a California limited liability company

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

Knowledge Industries LLC,
a California limited liability company

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

Knowledge Universe Learning Group LLC,
a Delaware limited liability company

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

Ridgeview Associates, LLC,
a California limited liability company

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

/s/ Lowell J. Milken
Lowell J. Milken,
an individual

Dated: February 12, 2008

/s/ Michael R. Milken
Michael R. Milken,
an individual

Page 15 of 19 pages.

ATTACHMENT A

Learning Group LLC, a Delaware limited liability company, Learning Group Partners, a California general partnership, Hampstead Associates, L.L.C., a Delaware limited liability company, Ridgeview Associates, LLC, a California limited liability company, Cornerstone Financial Group LLC, a California limited liability company, Knowledge Industries LLC, a California limited liability company, Knowledge Universe Learning Group, a Delaware limited liability company, Lowell J. Milken, an individual, and Michael R. Milken, an individual may be deemed to be a group under Section 13(d) of the Securities Exchange Act of 1934 (the Exchange Act) with respect to the securities of the issuer. Such persons disclaim such group membership. The filing of this statement shall not be deemed an admission that, for purposes of Section 13 of the Exchange Act, 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.

Page 16 of 19 pages.

EXHIBIT INDEX

Exhibit 1 JOINT FILING AGREEMENT

Page 17 of 19 pages.

EXHIBIT 1

JOINT FILING AGREEMENT

The undersigned acknowledge and agree that the foregoing Schedule 13G is filed on behalf of each of the undersigned and that all subsequent amendments to this Schedule 13G shall be filed on behalf of each of the undersigned without the necessity of filing additional joint acquisition statements. The undersigned acknowledge that each shall be responsible for the timely filing of such amendments, and for the completeness and accuracy of the information concerning him or it contained therein, but shall not be responsible for the completeness and accuracy of the information concerning the other, except to the extent that it knows or has reason to believe that such information is inaccurate.

Dated: February 12, 2008

Learning Group LLC,
a Delaware limited liability company

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

Learning Group Partners,
a California general partnership

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

Hampstead Associates, L.L.C.,
a Delaware limited liability company

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

Cornerstone Financial Group LLC,
a California limited liability company

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

Knowledge Industries LLC,
a California limited liability company

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

Knowledge Universe Learning Group LLC,
a Delaware limited liability company

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

Ridgeview Associates, LLC,
a California limited liability company

/s/ Stanley E. Maron
By: Stanley E. Maron,
Its: Secretary

Dated: February 12, 2008

/s/ Lowell J. Milken
Lowell J. Milken,
an individual

Dated: February 12, 2008

/s/ Michael R. Milken
Michael R. Milken,
an individual