

K12 INC  
Form 8-K  
February 09, 2016

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**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 4, 2016**

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**K12 Inc.**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction  
of incorporation)

**001-33883**  
(Commission File Number)

**95-4774688**  
(IRS Employer Identification No.)

**2300 Corporate Park Drive, Herndon,  
Virginia**  
(Address of principal executive offices)

**20171**  
(Zip Code)

Registrant's telephone number, including area code: **(703) 483-7000**

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**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:

- o Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  
  - o Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  
  - o Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  
  - o Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**Item 5.03. Amendments to Articles of Incorporation or Bylaws.**

*Bylaw Amendment*

On February 4, 2016, the Board of Directors of K12 Inc. (the Company ) amended the Company s Amended and Restated Bylaws (the Bylaws ) by deleting the present Section 6 of Article IV of the Bylaws, and inserting in lieu thereof a new Section 6 that any director may be removed by the holders of a majority of the voting power of the Company entitled to vote at an election of directors.

The foregoing description is qualified in its entirety by reference to the full text of the Second Amended and Restated Bylaws, a copy of which is attached hereto as Exhibit 3.1 and is incorporated herein by reference.

*Proposal to Amend the Company s Certificate of Incorporation*

On February 4, 2016, the Company s Board of Directors approved and recommended for stockholder approval, at the next annual meeting of stockholders, an amendment to the Company s Third Amended and Restated Certificate of Incorporation to provide that any director may be removed by the holders of a majority of the voting power of the Company entitled to vote at an election of directors.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits.

| <b>Exhibit No.</b> | <b>Description</b>                             |
|--------------------|--|
| 3.1                | Second Amended and Restated Bylaws of K12 Inc. |

**SIGNATURE**

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.

**February 9, 2016**  
(Date)

**K12 Inc.**  
(Registrant)

*/s/* **HOWARD D. POLSKY**  
Howard D. Polsky  
*General Counsel and Secretary*

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>                             |
|--------------------|--|
| 3.1                | Second Amended and Restated Bylaws of K12 Inc. |