K12 INC
Form 10-Q
May 08, 2009

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

Form 10-Q

(Mark One)

þ **Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the quarterly period ended March 31, 2009

OR

o **Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**
For the transition period from to .

Commission file number: 001-33883

K12 Inc.
(Exact name of registrant as specified in its charter)

Delaware	**95-4774688**
(State or other jurisdiction of incorporation or organization)	*(IRS Employer Identification No.)*
2300 Corporate Park Drive Herndon, VA	**20171**
(Address of principal executive offices)	*(Zip Code)*

(703)483-7000

(Registrant s telephone number, including area code)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes þ No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes o No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer o	Accelerated filer o	Non-accelerated filer þ (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes o No þ

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the close of business on May 4, 2009.

Common Stock, $0.0001 par value 28,930,832 shares

K12 Inc.

Form 10-Q
For the Quarterly Period Ended March 31, 2009

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PART I FINANCIAL INFORMATION

Item 1. ***Financial Statements (Unaudited).***

K12 INC.

UNAUDITED CONDENSED CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share data)

	March 31, 2009	June 30, 2008
ASSETS		
Current assets		
Cash and cash equivalents	$ 56,437	$ 71,682
Restricted cash	1,000	
Accounts receivable, net of allowance of $1,056 and $1,458 at March 31, 2009 and June 30, 2008, respectively	75,792	30,630
Inventories, net	23,296	20,672
Current portion of deferred tax asset	11,068	8,344
Prepaid expenses and other current assets	4,557	3,648
Total current assets	172,150	134,976
Property and equipment, net	39,144	24,536
Capitalized curriculum development costs, net	29,445	21,366
Deferred tax asset, net of current portion	7,589	12,749
Goodwill	1,825	1,754
Other assets, net	4,069	1,943
Total assets	$ 254,222	$ 197,324
LIABILITIES AND STOCKHOLDERS EQUITY		
Current liabilities		
Accounts payable	$ 14,443	$ 14,388
Accrued liabilities	9,967	4,684
Accrued compensation and benefits	5,053	10,049
Deferred revenue	13,479	3,114
Current portion of capital lease obligations	10,746	6,107
Current portion of notes payable	1,143	413
Total current liabilities	54,831	38,755
Deferred rent, net of current portion	1,678	1,640
Capital lease obligations, net of current portion	11,461	6,445
Notes payable, net of current portion	2,213	196

Total liabilities	70,183	47,036
Commitments and contingencies		
Minority interest	4,461	
Stockholders equity		
Common stock, par value $0.0001; 100,000,000 shares authorized; 28,925,129 and 27,944,826 shares issued and outstanding at March 31, 2009 and June 30, 2008, respectively	3	3
Additional paid-in capital	339,930	323,621
Accumulated deficit	(160,355)	(173,336)
Total stockholders equity	179,578	150,288
Total liabilities and stockholders equity	$ 254,222	$ 197,324

See notes to unaudited condensed consolidated financial statements.

K12 INC.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS
(in thousands, except share and per share data)

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2009	**2008**	**2009**	**2008**
Revenues	$ 77,164	$ 56,016	$ 243,407	$ 169,760
Cost and expenses				
Instructional costs and services	47,868	32,062	152,601	98,820
Selling, administrative, and other operating expenses	19,467	17,032	61,189	49,681
Product development expenses	2,415	2,542	7,015	7,529
Total costs and expenses	69,750	51,636	220,805	156,030
Income from operations	7,414	4,380	22,602	13,730
Interest (expense) income, net	(361)	309	(518)	(383)
Income before income tax (expense) benefit and minority interest	7,053	4,689	22,084	13,347
Income tax (expense) benefit	(3,490)	(2,229)	(9,642)	3,323
Income before minority interest	3,563	2,460	12,442	16,670
Minority interest, net of tax	(16)		539	
Net income	3,547	2,460	12,981	16,670
Dividends on preferred stock				(3,066)
Preferred stock accretion				(12,193)
Net income attributable to common stockholders	$ 3,547	$ 2,460	$ 12,981	$ 1,411
Net income attributable to common stockholders per share:				
Basic	$ 0.12	$ 0.09	$ 0.45	$ 0.12
Diluted	$ 0.12	$ 0.09	$ 0.44	$ 0.11
Weighted average shares used in computing per share amounts (see page 7):				
Basic	28,863,137	27,449,893	28,664,900	11,700,017
Diluted	29,466,247	28,780,389	29,613,784	12,706,126

See notes to unaudited condensed consolidated financial statements.

K12 INC.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF STOCKHOLDERS EQUITY
(in thousands, except share data)

	Common Stock Shares	Common Stock Amount	Additional Paid-in Capital	Accumulated Deficit	Total
Nine months ended March 31, 2009					
Balance, June 30, 2008	27,944,826	$ 3	$ 323,621	$ (173,336)	$ 150,288
Exercise of stock options	980,303		7,219		7,219
Stock compensation expense			2,000		2,000
Excess tax benefit from stock-based compensation			7,090		7,090
Net income				12,981	12,981
Balance, March 31, 2009	28,925,129	$ 3	$ 339,930	$ (160,355)	$ 179,578

See notes to unaudited condensed consolidated financial statements.

K12 INC.

UNAUDITED CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
(in thousands)

	Nine Months Ended March 31, 2009	Nine Months Ended March 31, 2008
Cash flows from operating activities		
Net income	$ 12,981	$ 16,670
Adjustments to reconcile net income to net cash (used in) provided by operating activities:		
Depreciation and amortization expense	14,914	8,859
Stock based compensation expense	2,000	1,026
Excess tax benefit from stock-based compensation	(7,090)	
Deferred income taxes	9,526	(3,447)
Provision for (reduction of) doubtful accounts	(402)	129
Provision for inventory obsolescence	35	37
Provision for student computer shrinkage and obsolescence	195	188
Minority interest, net of tax	(539)	
Changes in assets and liabilities, net of assets and liabilities acquired:		
Accounts receivable	(44,760)	(29,508)
Inventories	(2,659)	4,955
Prepaid expenses and other current assets	(901)	(39)
Other assets	(2,591)	(38)
Accounts payable	54	(569)
Accrued liabilities	5,283	739
Accrued compensation and benefits	(4,996)	1,352
Deferred revenue	10,365	5,575
Deferred rent	30	11
Net cash (used in) provided by operating activities	(8,555)	5,940
Cash flows from investing activities		
Purchase of property and equipment	(10,605)	(5,127)
Purchase of domain name	(16)	(250)
Cash invested in restricted cash	(1,000)	
Cash paid in the acquisition of Power-Glide		(119)
Capitalized curriculum development costs	(10,695)	(8,544)
Net cash used in investing activities	(22,316)	(14,040)
Cash flows from financing activities		
Cash received from issuance of common stock, net of underwriters commission		74,493
Cash received from issuance of common stock Regulation S transaction		15,000
Deferred initial public offering costs		(3,226)
Net borrowings from revolving credit facility		(1,500)

Repayments for capital lease obligations	(6,358)	(3,340)
Proceeds from notes payable	3,130	
Payments on notes payable	(383)	(134)
Proceeds from exercise of stock options	7,147	96
Proceeds from minority interest contribution	5,000	
Excess tax benefit from stock-based compensation	7,090	
Payment of cash dividend		(6,406)
Repayment of bank overdraft		(1,577)
Net cash provided by financing activities	15,626	73,406
Net change in cash and cash equivalents	(15,245)	65,306
Cash and cash equivalents, beginning of period	71,682	1,660
Cash and cash equivalents, end of period	$ 56,437	$ 66,966

See notes to unaudited condensed consolidated financial statements.

K12 Inc.

Notes to Unaudited Condensed Consolidated Financial Statements

1. Description of the Business

K12 Inc. and its subsidiaries (K12 or the Company) sell online curriculum and educational books and materials designed for students in grades K-12 and provide management and technology services to virtual public schools. The K12 proprietary curriculum is research-based and combines content with innovative technology to allow students to receive an outstanding education regardless of geographic location. In contracting with a virtual public school, the Company typically provides students with access to the K12 on-line curriculum, offline learning kits, and use of a personal computer. As of March 31, 2009, the Company served schools in 21 states and the District of Columbia. The Company expanded into four new states in fiscal year 2009: Hawaii, Indiana, Oregon and South Carolina. In addition, the Company sells access to its on-line curriculum and offline learning kits directly to individual consumers.

2. Basis of Presentation

The accompanying condensed consolidated balance sheet as of March 31, 2009, the condensed consolidated statements of operations for the three and nine months ended March 31, 2009 and 2008, the condensed consolidated statements of cash flows for the nine months ended March 31, 2009 and 2008, and the condensed consolidated statement of stockholders equity for the nine months ended March 31, 2009 are unaudited. The unaudited interim financial statements have been prepared on the same basis as the annual financial statements and in the opinion of management, reflect all adjustments, which include only normal recurring adjustments, necessary to present fairly the Company s financial position as of March 31, 2009, the results of operations for the three and nine months ended March 31, 2009 and 2008, the results of cash flows for the nine months ended March 31, 2009 and 2008 and the stockholders equity for the nine months ended March 31, 2009. The results of the three and nine month periods ended March 31, 2009 are not necessarily indicative of the results to be expected for the year ending June 30, 2009 or for any other interim period or for any other future fiscal year. The consolidated balance sheet as of June 30, 2008 has been derived from the audited consolidated financial statements at that date.

The accompanying unaudited condensed consolidated financial statements of the Company have been prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X of the Securities Exchange Act of 1934, as amended (Exchange Act). Accordingly, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. In the opinion of management, these statements include all adjustments (consisting of normal recurring adjustments) considered necessary to present a fair statement of our consolidated results of operations, financial position and cash flows. Preparation of the Company s financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts in the financial statements and footnotes. Actual results could differ from those estimates. This quarterly report on Form 10-Q should be read in conjunction with the financial statements and the notes thereto included in the company s latest annual report on Form 10-K filed on September 26, 2008, which contains the Company s audited financial statements for the fiscal year ended June 30, 2008.

K12 Inc.

Notes to Unaudited Condensed Consolidated Financial Statements (Continued)

3. Summary of Significant Accounting Policies

Restricted Cash

Restricted cash consists of cash held in escrow pursuant to an agreement with a virtual public school we manage. The Company established an escrow account for the benefit of the school s sponsoring school district in the event a future claim is made.

Consolidation

The condensed consolidated financial statements include the accounts of the Company, its wholly-owned subsidiaries and affiliated companies in which the Company owns, directly or indirectly, or otherwise controls 50% or more of the outstanding voting interests. Under the consolidation method, an affiliated company s results of operations are reflected within the consolidated statements of operations. Earnings or losses attributable to other stockholders of a consolidated affiliated company are classified as minority interest in the Company s consolidated statements of operations. Minority interest adjusts the Company s consolidated net results of operations to reflect only its share of the after-tax earnings or losses of an affiliated company. Income taxes attributable to minority interest are determined using the applicable statutory tax rates in the jurisdictions where such operations are conducted. These rates vary from country to country. All significant intercompany transactions and balances have been eliminated in consolidation.

Net Income Per Common Share

Basic earnings per share is computed by dividing net income available to common stockholders by the weighted average number of shares of common stock outstanding during the period. Diluted earnings per share reflects the potential dilution that could occur assuming conversion or exercise of all dilutive unexercised stock options and warrants. The dilutive effect of stock options was determined using the treasury stock method. Under the treasury stock method, the proceeds received from the exercise of stock options, the amount of compensation cost for future service not yet recognized by the Company, and the amount of tax benefits that would be recorded in additional paid-in capital when the stock options become deductible for income tax purposes are all assumed to be used to repurchase shares of the Company s common stock. Stock options are not included in the computation of diluted earnings per share when they are antidilutive.

The following schedule presents the calculation of basic and diluted net income per share:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2009	**2008**	**2009**	**2008**
	(In thousands, except share and per share data)		**(In thousands, except share and per share data)**	
Net income available to common shareholders basic and diluted	$ 3,547	$ 2,460	$ 12,981	$ 1,411

Weighted average common shares outstanding basic		28,863,137		27,449,893		28,664,900		11,700,017
Weighted average common shares outstanding diluted		29,466,247		28,780,389		29,613,784		12,706,126
Net income per common share:								
Basic	$	0.12	$	0.09	$	0.45	$	0.12
Diluted	$	0.12	$	0.09	$	0.44	$	0.11

K12 Inc.

Notes to Unaudited Condensed Consolidated Financial Statements (Continued)

Recently Adopted Financial Accounting Pronouncements

The Company adopted the provisions of Financial Accounting Standards Board (FASB) Statement No. 157 (FAS 157), Fair Value Measurements, on July 1, 2008. FAS 157 defines fair value, establishes a framework for measuring fair value under Generally Accepted Accounting Principles (GAAP), and expands disclosures about fair value measurements. The implementation of this Statement was not material to the Company s consolidated financial position or results of operations. Please refer to Note 8, Fair Value Measurements, for additional information.

4. Long-term Obligations

Capital Leases

As of March 31, 2009, computer equipment and software under capital leases are recorded at a cost of $34.4 million and accumulated depreciation of $14.7 million. The Company has an equipment lease line of credit that expires on August 31, 2009 for new purchases on the line of credit. The interest rate on new purchases under the equipment lease line typically is set quarterly. Borrowings under the equipment lease line have interest rates ranging from 5.6% to 8.8% and include a 36-month payment term with a $1 purchase option at the end of the term. The Company has pledged the assets financed with the equipment lease line to secure the amounts outstanding. The Company entered into a guaranty agreement with the lessor to guarantee the obligations under this equipment lease and financing agreement.

Notes Payable

The Company has purchased computer software licenses and maintenance services through notes payable arrangements with various vendors at interest rates ranging up to 6.1% and payment terms ranging from eighteen months to three years. The balance of notes payable at March 31, 2009 is $3.4 million.

The following is a summary as of March 31, 2009 of the present value of the net minimum payments on capital leases and notes payable under the Company s commitments:

March 31,	**Capital Leases**	**Notes Payable**	**Total**
2009	$ 11,917	$ 1,224	$ 13,141
2010	8,361	1,345	9,706
2011	3,668	1,004	4,672
Total minimum payments	23,946	3,573	27,519
Less amount representing interest (imputed interest rate of 7.5% on capital leases)	(1,739)	(217)	(1,956)
Net minimum payments	22,207	3,356	25,563
Less current portion	(10,746)	(1,143)	(11,889)

Present value of minimum payments, less current portion	$ 11,461	$ 2,213	$ 13,674

K12 Inc.

Notes to Unaudited Condensed Consolidated Financial Statements (Continued)

5. Stock Option Plan

Stock option activity during the nine months ended March 31, 2009 was as follows:

	Shares	Weighted-Average Exercise Price	Weighted Average Remaining Contractual Life (Years)	Aggregate Intrinsic Value
Outstanding, June 30, 2008	4,766,849	$ 11.20		
Granted	778,650	22.80		
Exercised	(980,303)	7.29		
Canceled	(92,122)	14.77		
Outstanding, March 31, 2009	4,473,074	$ 14.00	5.18	$
Stock options exercisable at March 31, 2009	2,141,801	$ 9.01	4.14	$ 10,472

The total intrinsic value of options exercised during the three months ended March 31, 2009 was $0.8 million.

The following table summarizes the option grant activity for the nine months ended March 31, 2009.

Grant date	Options Granted	Weighted-Average Exercise Price	Weighted Average Grant-Date Fair Value	Intrinsic Value
July 2008	15,700	$ 21.94	$ 9.81	$
August 2008	489,000	$ 23.45	$ 10.47	$
September 2008	54,400	$ 27.77	$ 12.40	$
November 2008	67,850	$ 23.94	$ 10.50	$
February 2009	151,700	$ 18.49	$ 8.48	$
	778,650			

As of March 31, 2009, there was $8.0 million of total unrecognized compensation expense related to unvested stock options granted. The cost is expected to be recognized over a weighted average period of 2.9 years. The total fair value of shares vested during the nine months ended March 31, 2009 was $9.3 million. During the nine months ended

March 31, 2009, the Company recognized $2.0 million of stock based compensation expense.

6. Commitments and Contingencies

Litigation

In the ordinary conduct of business, the Company is subject to lawsuits, arbitrations and administrative proceedings from time to time. The Company is currently involved in a lawsuit brought by a teacher s union seeking the closure of the virtual public school the Company serves in Illinois.

K12 Inc.

Notes to Unaudited Condensed Consolidated Financial Statements (Continued)

Illinois v. Chicago Virtual Charter School

On October 4, 2006, the Chicago Teachers Union and individual taxpayers (CTU or plaintiffs) filed a citizen taxpayer s lawsuit in the Circuit Court of Cook County challenging the decision of the Illinois State Board of Education to certify the Chicago Virtual Charter School (CVCS) and to enjoin the disbursement of state funds to the Chicago Board of Education under its contract with the CVCS. Specifically, the CTU alleges that the Illinois charter school law prohibits any home-based charter schools and that CVCS does not provide sufficient direct instruction by certified teachers of at least five clock hours per day to qualify for funding. K12 Inc. and K12 Illinois LLC were also named as defendants. On May 16, 2007, the Court dismissed K12 Inc. and K12 Illinois LLC from the case. After three dismissals of their complaint on procedural grounds, the Court granted the plaintiff s Fourth Amended Citizen Complaint on May 20, 2008. CVCS and the Board of Education of the City of Chicago jointly filed a Motion to Reconsider, which was denied by Memorandum Opinion and Order dated August 8, 2008. The case is now in the discovery stage. On December 30, 2008, CVCS filed a Motion for Summary Judgment. In an order entered on January 14, 2009, the court allowed for limited additional discovery and scheduled oral argument on the Motion for Summary Judgment on May 7, 2009. Motions to join CVCS Motion for Summary Judgment were filed by the Board of Education of the City of Chicago, and by the State of Illinois on April 20, 2009 and April 24, 2009, respectively. The Company continues to participate in the defense of CVCS under an indemnity obligation in our service agreement with that school, which requires the Company to indemnify CVCS against certain liabilities arising out of the performance of the service agreement, and certain other claims and liabilities, including liabilities arising out of challenges to the validity of the virtual school charter. The Company is not able to estimate the range of potential loss if the plaintiff were to prevail and a claim was made against the Company for indemnification. In fiscal year 2008 and for the nine months ended March 31, 2009, average enrollments in CVCS were 407 and 576 respectively, and we derived 1.3% and 1.0%, respectively of our revenues from CVCS.

The Company expenses legal costs as incurred.

7. Joint Venture

On August 14, 2008, a subsidiary of the Company entered into an agreement to establish a joint venture with a Middle East partner. The purpose of the joint venture is to develop and manage the distribution of the Company s learning system in the Gulf Cooperating Countries. The Company s investment into this joint venture consists of $1 million in cash and contributed assets in return for a 66.7% ownership interest. The Company s Middle East partner contributed $5 million in cash in return for a 33.3% ownership interest. The Company accounts for this joint venture under the consolidated method of accounting.

K12 Inc.

Notes to Unaudited Condensed Consolidated Financial Statements (Continued)

8. Fair Value Measurements

The following table summarizes certain fair value information at March 31, 2009 for assets and liabilities measured at fair value on a recurring basis:

		Fair Value Measurements Using		
Description	**Fair Value**	**Quoted Prices in Active Markets for Identical Assets (Level 1)**	**Significant Other Observable Inputs (Level 2)**	**Significant Unobservable Inputs (Level 3)**
Cash and cash equivalents (including restricted cash):				
Cash	$ 24,123	$ 24,123	$	$
Money market deposit accounts	$ 2,273	$ 2,273	$	$
Money market U.S. Treasury securities	$ 31,041	$ 31,041	$	$
	$ 57,437	$ 57,437	$	$

9. Supplemental Disclosure of Cash Flow Information

	Nine Months Ended March 31, 2009	Nine Months Ended March 31, 2008
Cash paid for interest	$ 967	$ 973
Cash paid for taxes	$ 143	$ 167
Supplemental disclosure of non-cash investing and financing activities:		
New capital lease obligations	$ 16,013	$ 10,711
Business Combination:		
Net working capital	$	$ (190)
Property and equipment	$	$ 33

Capitalized curriculum development costs	$	$ 2,263
Intangible assets	$	$ 189
Deferred tax liabilities	$	$ (936)
Goodwill	$	$ 2,551
Assumed liabilities	$	$ 1,271
Issuance of the Company s common stock	$	$ 2,520
Conversion of preferred stock to common stock upon initial public offering	$	$ 238,408
Purchase of perpetual license agreement/accrued liabilities	$	$ 150

K12 Inc.

Notes to Unaudited Condensed Consolidated Financial Statements (Continued)

10. Recent Accounting Pronouncements

In December 2007, the FASB issued Statement of Financial Accounting Standards (SFAS) No. 141R (revised 2007), *Business Combinations* , which replaces SFAS No 141. The statement retains the purchase method of accounting for acquisitions, but requires a number of changes, including changes in the way assets and liabilities are recognized in the purchase accounting. It also changes the recognition of assets acquired and liabilities assumed arising from contingencies, requires the capitalization of in-process research and development at fair value, and requires the expensing of acquisition-related costs as incurred. SFAS No. 141R is effective for the Company beginning July 1, 2009 and will apply prospectively to business combinations completed on or after that date.

In December 2007, the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements, an amendment of ARB 51,* which changes the accounting and reporting for minority interests. Minority interests will be recharacterized as noncontrolling interests and will be reported as a component of equity separate from the parent s equity, and purchases or sales of equity interests that do not result in a change in control will be accounted for as equity transactions. In addition, net income attributable to the noncontrolling interest will be included in consolidated net income on the face of the income statement and, upon a loss of control, the interest sold, as well as any interest retained, will be recorded at fair value with any gain or loss recognized in earnings. SFAS No. 160 is effective for the Company beginning July 1, 2009 and will apply prospectively, except for the presentation and disclosure requirements, which will apply retrospectively. The Company does not believe that the provisions of this statement will have a material effect on its financial condition, results of operations and disclosures.

In March 2008, the FASB issued SFAS No. 161, *Disclosures About Derivative Instruments and Hedging Activities* amendment of FASB Statement No. 133 (SFAS No. 161). SFAS No. 161 changes the disclosure requirements for derivative instruments and hedging activities. SFAS No. 161 is effective for financial statements issued for fiscal years beginning after November 15, 2008. As SFAS No. 161 relates only to disclosure, the Company anticipates that the adoption of SFAS No. 161 will not have a material effect on its consolidated financial statements.

In October 2008, the FASB issued Staff Position No. FAS 157-3, Determining the Fair Value of a Financial Asset When the Market for That Asset is Not Active (FSP 157-3). FSP 157-3 clarifies the application of SFAS 157, which the Company adopted as of July 1, 2008, in cases where a market is not active. The Company has considered the guidance provided by FSP 157-3 in its determination of estimated fair values as of March 31, 2009, and the impact did not have a material effect on its consolidated financial statements as the Company does not hold securities in inactive markets.

11. Subsequent Events

On April 24, 2009, pursuant to an agreement with a virtual public school we manage, the Company established an escrow account in the amount of $1.5 million for the benefit of the school s sponsoring school district. The amount is related to the preliminary findings of a state agency audit pertaining to the school district s compliance with certain student record keeping and learning plan documentation requirements. The amount is to secure the indemnification obligations of the Company until the completion of the audit. The Company and the school district are disputing these preliminary findings.

On April 24, 2009, the Company established an escrow account in the amount of $2.6 million for the benefit of an inventory supplier related to purchases made on behalf of the Company.

Item 2. ***Management s Discussion and Analysis of Financial Condition and Results of Operations.***

This Management s Discussion and Analysis of Financial Condition and Results of Operations (MD&A) is intended to assist in understanding and assessing the trends and significant changes in our results of operations and financial condition. As used in this MD&A, the words, we, our and us refer to K12 Inc. and its consolidated subsidiaries. This MD&A should be read in conjunction with our condensed consolidated financial statements and related notes included in this report, as well as the consolidated financial statements and MD&A of our Annual Report on Form 10-K (Annual Report). The following overview provides a summary of the sections included in our MD&A:

Forward-Looking Statements cautionary information about forward-looking statements and a description of certain risks and uncertainties that could cause our actual results to differ materially from our historical results or our current expectations or projections.

Executive Summary a general description of our business and key highlights of the three and nine months ended March 31, 2009.

Critical Accounting Policies and Estimates a discussion of critical accounting policies requiring critical judgments and estimates.

Results of Operations an analysis of our results of operations in our consolidated financial statements.

Liquidity and Capital Resources an analysis of cash flows, sources and uses of cash, commitments and contingencies, seasonality in the results of our operations, the impact of inflation, and quantitative and qualitative disclosures about market risk.

Forward-Looking Statements

This MD&A contains certain forward-looking statements within the meaning of Section 21E of the Securities Exchange Act of 1934, as amended. Historical results may not indicate future performance. Our forward-looking statements reflect our current views about future events, are based on assumptions and are subject to known and unknown risks and uncertainties that could cause actual results to differ materially from those contemplated by these statements. Factors that may cause differences between actual results and those contemplated by forward-looking statements include, but are not limited to, those discussed in Risk Factors in Part I, Item 1A, of our Annual Report, including any updates found in Part II, Item 1A, Risk Factors, of this quarterly report. We undertake no obligation to publicly update or revise any forward-looking statements, including any changes that might result from any facts, events, or circumstances after the date hereof that may bear upon forward-looking statements. Furthermore, we cannot guarantee future results, events, levels of activity, performance, or achievements.

Executive Summary

We are a technology-based education company. We offer proprietary curriculum and educational services created for online delivery to students in kindergarten through 12th grade, or K-12. Our mission is to maximize a child s potential by providing access to an engaging and effective education, regardless of geographic location or socio-economic background. Since our inception, we have invested more than $143 million to develop curriculum and an online learning platform that promotes mastery of core concepts and skills for students of all abilities. This learning system combines a cognitive research-based curriculum with an individualized learning approach well-suited for virtual schools and other educational applications.

We deliver our learning system to students primarily through virtual public schools. We offer virtual public schools our proprietary curriculum, online learning platform and academic and management services, under long-term contracts. Academic and management services can range from targeted programs to complete turnkey solutions. As of March 31, 2009, substantially all of our enrollments were served through 32 virtual public schools to which we provide full turnkey solutions and seven virtual public schools to which we provide limited management services, located in 21 states and the District of Columbia. For the third quarter of fiscal year 2009 versus the same period in the prior year, we increased average enrollments in the virtual public schools we serve to approximately 56,022 students from 42,048 students, an increase of 33.2%, and increased revenues to $77.2 million from $56.0 million, an increase of 37.8%.

For the three months ended March 31, 2009, approximately 85.7% of our enrollments were associated with virtual public schools to which we provide turnkey management services as compared to 82.6% for the same period in the prior year. We are responsible for the complete management of these schools and therefore, we recognize as revenues the funds received by the schools, up to the level of costs incurred. These costs are substantial, as they include the cost of teacher compensation and other ancillary school expenses. Accordingly, enrollments in these schools generate substantially more revenues than enrollments in other schools where we provide limited or no management services. In these situations, our revenues are limited to direct invoices and are independent of the total funds received by the school from a state or district.

Parents can also purchase our curriculum and online learning platform directly to facilitate or supplement their children s education. Additionally, we have piloted portions of our curriculum in brick and mortar classrooms with promising academic results. We launched the K12 International Academy in January 2008, an online private school which serves students in the U.S. and throughout the world. The school utilizes the same K12 curriculum, systems, and teaching practices as the virtual public schools we serve. The school is accredited by the Southern Association of Colleges and Schools (SACS), the Commission on International and Trans-Regional Accreditation (CITA), and is recognized by the Commonwealth of Virginia as a degree granting institution of secondary learning.

Formation of Joint Venture

On August 14, 2008, a subsidiary of the Company entered into an agreement to establish a joint venture with a Middle East partner. The purpose of the joint venture is to develop and manage the distribution of our learning system in the Gulf Cooperating Countries. The K12 International Academy has a branch facility in Dubai, operated under this joint venture. Our investment into this joint venture consists of $1 million in cash and contributed assets in return for a 66.7% ownership interest. Our Middle East partner contributed $5 million in cash in return for a 33.3% ownership interest. Our condensed consolidated financial statements reflect the results of operations of this joint venture. Earnings or losses attributable to our partner are classified as minority interest in our consolidated statements of operations. Minority interest adjusts our consolidated net results of operations to reflect only our share of the after-tax earnings or losses of an affiliated company. Income taxes attributable to minority interest are determined using the applicable statutory tax rates in the jurisdictions where such operations are conducted.

Discussion of Seasonality

Our revenues and operating results normally fluctuate as a result of seasonal variations in our business, principally due to the number of months that our virtual public schools are fully operational and changes in the number of enrollments. While school administrative offices are generally open year round, a school typically serves students during a 10 month academic year. A school s academic year will typically start in August or September, our first fiscal quarter, and finish in May or June, our fourth fiscal quarter. Consequently, our first and fourth fiscal quarters may have fewer than three months of full operations when

compared to the second and third fiscal quarters. In addition, we experience a seasonal increase in enrollments in August and September, although students will enroll to a lesser extent during the school year.

In the first fiscal quarter, we ship and recognize revenues for materials to students for the beginning of the school year. This generally results in higher materials revenues and margin in the first quarter versus other quarters. In the first and fourth fiscal quarters, online curriculum and computer revenues are generally lower as these revenues are primarily earned during the school academic year which may provide for only one or two months of these revenues in these quarters versus the second and third fiscal quarters. The combined effect of these factors results in higher revenues in the first fiscal quarter than in the subsequent quarters.

Operating expenses are also seasonal. Instructional costs and services expenses increase in the first fiscal quarter primarily due to the costs incurred to ship student materials at the beginning of the school year. Instructional costs may increase significantly quarter-to-quarter as school operating expenses increase. For example, enrollment growth will require additional teaching staff, thereby increasing salary and benefits expense. School events may be seasonal (e.g. professional development, proctored exam related expenses, and community events), impacting the quarterly change in instructional costs. The majority of our recruiting and selling expenses are incurred in the first and fourth fiscal quarters, as our primary enrollment season is July through September. A significant portion of our overhead expenses does not vary with the school year or enrollment season.

Federal Support for State Education Funding

Funding for the virtual public schools we serve is dependent on the relevant state s budgetary process. While this normally occurs on an annual or bi-annual basis, the current economic recession has caused a departure from the normal process in some states. During our fiscal year 2009, several states enacted funding cuts for public education, affecting the virtual public schools we serve. The impact of these funding reductions, as well as the effect of offsetting expense reductions designed to mitigate their impact, is reflected in our estimates of annual school revenues and expenses and in our year-to-date revenues through March 31, 2009.

Currently, per-enrollment funding levels for the 2009-2010 school year are being established by states as part of their annual budget processes. We are aware of legislative and administrative proposals involving funding reductions for public education that may affect some of the virtual public schools we serve. In conjunction with this, states are now submitting applications for federal education funds under the American Recovery and Reinvestment Act of 2009 (Stimulus Package), which provides significant allocations designed to alleviate reductions in critical spending on education. At this point, the federal Stimulus Package and completion of state budgets remain a work-in-progress. We are therefore unable to assess with certainty the ultimate impact on per enrollment funding levels. While we believe that we have the flexibility to reduce spending to offset the impact of material reductions, we cannot be certain that we will be able to fully mitigate the impact of the reductions on our results of operations and cash flows for fiscal year 2010.

Agora Cyber Charter School

On April 29, 2009, the Pennsylvania Department of Education (the PDE) filed a lawsuit against the Agora Cyber Charter School (Agora). K12 is not a defendant in this lawsuit. K12 is a sub-contractor to an education management company retained by Agora to operate the school, namely Cynwyd Group, LLC (Cynwyd). Cynwyd sub-contracts with K12 for the provision of our curriculum to Agora s students