

SCHOLASTIC CORP  
Form 8-K  
September 30, 2014

**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): September 24, 2014**

**SCHOLASTIC CORPORATION**

**(Exact name of registrant as specified in its charter)**

**Commission File Number: 000-19860**

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

**13-3385513**  
**(IRS Employer**  
  
**Identification No.)**

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**557 BROADWAY**

**NEW YORK, NY 10012**

**(Address of principal executive offices, including zip code)**

**(212) 343-6100**

**(Registrant's telephone number, including area code)**

**(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))**

**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

At the annual meeting of stockholders of Scholastic Corporation (the Company) held on September 24, 2014, the holders of the Class A Stock of the Company approved Amendment No. 2 to the Company's 2011 Stock Incentive Plan (the 2011 Plan Amendment). Pursuant to the 2011 Plan Amendment, an aggregate of 4,575,000 shares of Common Stock will be reserved for issuance under the Company's 2011 Stock Incentive Plan, an increase of 2,475,000 shares. A copy of the 2011 Plan Amendment is attached hereto as Exhibit 99.1.

**Item 9.01 Financial Statements and Exhibits**

(a) Not applicable

(b) Not applicable

(c) **The following exhibit is filed as part of this report:**

Amendment No. 2 to the Scholastic Corporation 2011 Stock Incentive Plan.

**Signature(s)**

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.

**SCHOLASTIC CORPORATION**

Date: September 30, 2014

By: /s/ Maureen O'Connell  
Maureen O'Connell  
Executive Vice President, Chief

Financial Officer and Chief

Administrative Officer.

**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
99.1	Amendment No. 2 to the Scholastic Corporation 2011 Stock Incentive Plan.