

SCHOLASTIC CORP
Form 8-K
September 23, 2015

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 21, 2015

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 5.07 Submission of Matters to a Vote of Security Holders

The final results of voting on each of the matters submitted to a vote of the security holders during the Registrant's annual meeting of stockholders on September 21, 2015 are as follows:

Matters voted upon by holders of Class A Stock

1. Nominees for Election to Board of Directors

| | For | Against | Withheld |
|----------------------|-----------|---------|----------|
| Richard Robinson | 1,656,200 | 0 | 0 |
| Andrés Alonso | 1,656,200 | 0 | 0 |
| Marianne Caponnetto | 1,656,200 | 0 | 0 |
| Andrew S. Hedden | 1,656,200 | 0 | 0 |
| Katrina Lane | 1,656,200 | 0 | 0 |
| Peter Warwick | 1,656,200 | 0 | 0 |
| Margaret A. Williams | 1,656,200 | 0 | 0 |

2. Approval of Amendment No. 3 to the Scholastic Corporation Employee Stock Purchase Plan.

| For | Against | Abstain |
|-----------|---------|---------|
| 1,656,200 | 0 | 0 |

The shares of Class A stock are not held through brokers and, accordingly, broker non-votes are not applicable.

Matters Voted Upon by Holders of Common Stock

1. Nominees for Election to Board of Directors.

| | For | Against | Withheld | Broker Non-Vote |
|----------------|------------|---------|----------|-----------------|
| James W. Barge | 28,093,024 | 0 | 749,409 | 0 |
| John L. Davies | 27,844,375 | 0 | 998,058 | 0 |

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 23, 2015

By: /s/ Maureen O Connell
Maureen O Connell
Executive Vice President, Chief Financial Officer and
Chief Administrative Officer.