

SCHOLASTIC CORP

Form 4

April 19, 2016

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
See Instruction  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**ROBINSON RICHARD**

(Last) (First) (Middle)

**C/O CORPORATE SECRETARY,  
SCHOLASTIC CORP, 557  
BROADWAY**

(Street)

**NEW YORK, NY 10012**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**SCHOLASTIC CORP [SCHL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**04/18/2016**

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

☐ Director ☒ 10% Owner  
☒ Officer (give title below) ☐ Other (specify below)  
CEO, Chairman and President

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
☒ Form filed by One Reporting Person  
☐ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Class A Stock	04/18/2016		M <sup>(1)</sup>		31,265 (1)	A \$ 30.08	4,429,915 D
Class A Stock	04/18/2016		J <sup>(2)</sup>		31,265 (2)	D \$ 30.08	4,398,650 D
Common Stock	04/18/2016		J <sup>(2)</sup>		31,265 (2)	A \$ 30.08	4,429,915 D
Common Stock	04/18/2016		S		31,265	D \$ 37.08 (3)	4,398,650 D
Class A Stock	04/19/2016		M <sup>(1)</sup>		50,000 (1)	A \$ 30.08	4,448,650 D

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Class A Stock	04/19/2016	J <sup>(2)</sup>	50,000 <sup>(2)</sup>	D	\$ 30.08	4,398,650	D
Common Stock	04/19/2016	J <sup>(2)</sup>	50,000 <sup>(2)</sup>	A	\$ 30.08	4,448,650	D
Common Stock	04/19/2016	S	50,000	D	\$ 37.1592 <sup>(4)</sup>	4,398,650 <sup>(6)</sup>	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (right to buy)	\$ 30.08	04/18/2016		M		31,265		<u>(5)</u>	09/20/2016	Class A Stock	31,265
Employee Stock Options (right to buy)	\$ 30.08	04/19/2016		M		50,000		<u>(5)</u>	09/20/2016	Class A Stock	50,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROBINSON RICHARD C/O CORPORATE SECRETARY, SCHOLASTIC CORP 557 BROADWAY	X	X	CEO, Chairman and President	

NEW YORK, NY 10012

## Signatures

Richard Robinson, by Teresa M. Connelly,  
attorney-in-fact

04/19/2016

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Represents the exercise of Class A stock options due to expire on September 20, 2016.

(2) Represents the conversion of Class A Stock to Common Stock.

(3) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.06-\$37.17, inclusive. The reporting person undertakes to provide to Scholastic Corporation, any holder of Scholastic Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (3) to this Form 4.

(4) The price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$37.10-\$37.31, inclusive. The reporting person undertakes to provide to Scholastic Corporation, any holder of Scholastic Corporation or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in footnote (4) to this Form 4.

(5) Employee stock options vest ratably over a four year period beginning with the first anniversary after the date of grant.

(6) See Exhibit 99.1

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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