

Bedi Satbir
Form 3
June 11, 2018

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Bedi Satbir

(Last) (First) (Middle)

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

(Street)

NEW YORK,Â NYÂ 10012

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)

06/01/2018

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

4. Relationship of Reporting Person(s) to Issuer

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

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
EVP, Chief Technology Officer

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

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security
(Instr. 4)

2. Amount of Securities Beneficially Owned
(Instr. 4)

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

Common Stock

8,412 ⁽¹⁾

D Â

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee stock options (right to buy)	Â (2)	09/17/2023	Common Stock	2,356	\$ 30.17	D	Â
Employee stock options (right to buy)	Â (2)	09/23/2024	Common Stock	10,204	\$ 33.87	D	Â
Employee stock options (right to buy)	Â (2)	09/21/2025	Common Stock	11,979	\$ 43.56	D	Â
Employee stock options (right to buy)	Â (2)	09/20/2026	Common Stock	19,806	\$ 39.16	D	Â
Employee stock options (right to buy)	Â (2)	09/19/2027	Common Stock	23,468	\$ 38.6	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Bedi Satbir C/O CORPORATE SECRETARY, SCHOLASTIC CORP 557 BROADWAY NEW YORK, NY 10012	Â	Â	Â EVP, Chief Technology Officer	Â

Signatures

Satbir Bedi, by Teresa M.
Connelly, Esq. 06/11/2018

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Includes 6,601 unvested restricted stock units.
- (2) Employee stock options vest ratably over a four year period beginning with the first anniversary after the date of grant.

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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