

SCHOLASTIC CORP  
Form 8-K  
September 25, 2012

**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 19, 2012**

**SCHOLASTIC CORPORATION**

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

**Commission File Number: 000-19860**

DELAWARE	13-3385513
(State or other jurisdiction of incorporation)	(IRS Employer Identification No.)

**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 19, 2012 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
John L. Davies	1,656,200	0	0
Andrew S. Hedden	1,656,200	0	0
Mae C. Jemison	1,656,200	0	0
Peter M. Mayer	1,656,200	0	0
Augustus K. Oliver	1,656,200	0	0
Richard M. Spaulding	1,656,200	0	0
Margaret A. Williams	1,656,200	0	0

2. Approval of the Amended and Restated Scholastic Corporation 2007 Outside Directors Stock Incentive Plan.

For	Against	Abstain
1,656,200	0	0

No shares of Class A stock are 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	25,209,805	0	502,034	0
Marianne Caponnetto	25,105,027	0	606,632	0
John G. McDonald	23,021,324	0	2,626,343	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 25, 2012

By: /s/ Andrew S. Hedden  
Andrew S. Hedden  
Executive Vice President, General  
Counsel and Secretary

---