

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.