

SCHOLASTIC CORP
Form 8-K
September 22, 2017

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 20, 2017

SCHOLASTIC CORPORATION

(Exact Name of Registrant as Specified in Charter)

DELAWARE
(State or Other Jurisdiction

of Incorporation)

000-19860
(Commission

File Number)

13-3385513
(I.R.S. Employer

Identification No.)

557 BROADWAY,

10012

NEW YORK, NEW YORK
(Address of Principal Executive Offices)

(Zip Code)

(212) 343-6100

(Registrant's telephone number, including area code)

N/A

(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(b) 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders

Scholastic Corporation (the Company) held its annual meeting of stockholders on September 20, 2017. The final results of voting on each of the matters submitted to a vote of the security holders at the meeting 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
Peter Warwick	1,656,200	0	0
Margaret A. Williams	1,656,200	0	0
David J. Young	1,656,200	0	0

2. Approval of the Scholastic Corporation 2017 Outside Directors Stock Incentive Plan.

For	Against	Abstain
1,656,200	0	0

3. Advisory vote for the approval of fiscal 2017 compensation awarded to the Registrant's Named Executive Officers as set forth in the proxy statement for the annual meeting.

For	Against	Abstain
1,656,200	0	0

4. Advisory vote on the frequency of a stockholder advisory vote regarding the compensation awarded to Named Executive Officers.

1 year	2 years	3 years	Abstain
0	0	1,656,200	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	26,462,994	0	3,764,382	0
John L. Davies	27,244,372	0	2,983,004	0

In light of the results of the advisory vote on the frequency of a stockholder advisory vote regarding the compensation awarded to Named Executive Officers, the Company intends to continue to submit Named Executive Compensation to the Class A Stockholders for an advisory vote every three years. The next stockholder advisory vote on Named Executive Compensation is expected to take place at the annual meeting of stockholders to be held in September 2020.

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 22 , 2017

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