

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

	<b>For</b>	<b>Against</b>	<b>Withheld</b>
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.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
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.

<b>For</b>	<b>Against</b>	<b>Abstain</b>
1,656,200	0	0

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

<b>1 year</b>	<b>2 years</b>	<b>3 years</b>	<b>Abstain</b>
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.

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Matters Voted Upon by Holders of Common Stock

## 1. Nominees for Election to Board of Directors.

	<b>For</b>	<b>Against</b>	<b>Withheld</b>	<b>Broker Non-Vote</b>
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