

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<br>incorporation) | (IRS Employer<br>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     | 1,656,2000 |         | 0        |
| John L. Davies       | 1,656,2000 |         | 0        |
| Andrew S. Hedden     | 1,656,2000 |         | 0        |
| Mae C. Jemison       | 1,656,2000 |         | 0        |
| Peter M. Mayer       | 1,656,2000 |         | 0        |
| Augustus K. Oliver   | 1,656,2000 |         | 0        |
| Richard M. Spaulding | 1,656,2000 |         | 0        |
| Margaret A. Williams | 1,656,2000 |         | 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

---