

SCHOLASTIC CORP
Form S-8
November 06, 2003

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As filed with the Securities and Exchange Commission on November 6, 2003

Registration No. 333-

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

Scholastic Corporation

(Exact name of registrant as specified in its charter)

Delaware

(State or other jurisdiction of
incorporation or organization)

13-3385513

(IRS Employer Identification No.)

557 Broadway, New York, New York

(Address of Principal Executive Offices)

10012

(Zip Code)

SCHOLASTIC CORPORATION 1997 OUTSIDE DIRECTORS' STOCK OPTION PLAN

(Full title of the plan)

Charles B. Deull, Esq.

Senior Vice President, General Counsel and Secretary

Scholastic Corporation

557 Broadway

New York, New York 10012

(Name and address of agent for service)

(212) 343-6100

(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of securities to be registered:	Amount to be registered:	Proposed maximum offering price per share (1):	Proposed maximum aggregate offering price (1):	Amount of registration fee:
Common Stock (\$.01 par value)	270,000 shares	\$30.64	\$8,272,800	\$669.27

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KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard Robinson his or her true and lawful attorney-in-fact and agent, with power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all post-effective amendments to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing necessary and requisite to be done, as fully and to all the intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ RICHARD ROBINSON</u> Richard Robinson	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	November 5, 2003
<u>/s/ KEVIN J. MCENERY</u> Kevin J. McEnery	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 5, 2003
<u>/s/ KAREN A. MALONEY</u> Karen A. Maloney	Vice President and Controller (Principal Accounting Officer)	November 5, 2003
<u>/s/ REBECA M. BARRERA</u> Rebeca M. Barrera	Director	November 5, 2003
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<u>/s/ RAMON C. CORTINES</u> Ramon C. Cortines	Director	November 5, 2003
<u>/s/ JOHN L. DAVIES</u> John L. Davies	Director	November 5, 2003
<u>/s/ CHARLES T. HARRIS</u> Charles T. Harris, III	Director	November 5, 2003
<u>/s/ ANDREW S. HEDDEN</u> Andrew S. Hedden	Director	November 5, 2003
<u>/s/ MAE C. JEMISON</u> Mae C. Jemison	Director	November 5, 2003
<u>/s/ LINDA B. KEENE</u> Linda B. Keene	Director	November 5, 2003

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/s/ PETER M. MAYER

Director

November 5, 2003

Peter M. Mayer

/s/ JOHN G. MCDONALD

Director

November 5, 2003

John G. McDonald

/s/ AUGUSTUS K. OLIVER

Director

November 5, 2003

Augustus K. Oliver

/s/ RICHARD M. SPAULDING

Director

November 5, 2003

Richard M. Spaulding

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EXHIBIT INDEX

Regulation S-K Exhibit Number	Description of Document	Page Number in Sequentially Numbered Copy
Exhibit 4	Copy of Amendment No. 2 to the Scholastic Corporation 1997 Outside Directors' Stock Option Plan.	E-1
Exhibit 5	Opinion of Coudert Brothers.	E-2
Exhibit 23.1	Consent of Ernst & Young LLP.	E-3
Exhibit 23.2	Consent of Coudert Brothers LLP (included in Exhibit 5).	

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