

SCHOLASTIC CORP  
Form 8-K  
September 22, 2016

**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, 2016**

**SCHOLASTIC CORPORATION**  
**(Exact name of registrant as specified in its charter)**

**Commission File Number: 000-19860**

**DELAWARE**  
**(State or other jurisdiction of**

**13-338513**  
**(IRS Employer**

**incorporation) 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 21, 2016 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               |

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.

|                | <b>For</b> | <b>Against</b> | <b>Withheld</b> | <b>Broker Non-Vote</b> |
|----------------|------------|----------------|-----------------|------------------------|
| James W. Barge | 28,760,132 | 0              | 1,161,470       | 0                      |
| John L. Davies | 28,717,562 | 0              | 1,204,040       | 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 22, 2016

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