

SCHOLASTIC CORP  
Form 8-K  
September 27, 2011

**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, 2011

**SCHOLASTIC CORPORATION**

(Exact name of registrant as specified in its charter)

Commission File Number: 000-19860

**DELAWARE**  
(State or other jurisdiction)

**13-3385513**  
(IRS Employer)

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of 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, 2011 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        |
| John L. Davies       | 1,656,200 | 0       | 0        |
| Andrew S. Hedden     | 1,656,200 | 0       | 0        |
| Mae C. Jemison       | 1,656,200 | 0       | 0        |
| Peter M. Mayer       | 1,656,200 | 0       | 0        |
| Augustus K. Oliver   | 1,656,200 | 0       | 0        |
| Richard M. Spaulding | 1,656,200 | 0       | 0        |
| Margaret A. Williams | 1,656,200 | 0       | 0        |

2. Approval of the Scholastic Corporation 2011 Stock Incentive Plan.

| For       | Against | Abstain |
|-----------|---------|---------|
| 1,656,200 | 0       | 0       |

3. Approval of an amendment to the Scholastic Corporation Management Stock Purchase Plan.

| For       | Against | Abstain |
|-----------|---------|---------|
| 1,656,200 | 0       | 0       |

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4. Advisory vote for the approval of fiscal 2011 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       |

5. 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 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      | 24,820,767 | 0       | 333,247   | 0               |
| Marianne Caponnetto | 25,026,128 | 0       | 127,886   | 0               |
| John G. McDonald    | 23,021,324 | 0       | 2,132,690 | 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 27, 2011

By: /s/ Andrew S. Hedden  
Andrew S. Hedden  
Executive Vice President, General Counsel and Secretary