

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): December 17, 2003

SCHOLASTIC CORPORATION

(Exact name of registrant as specified in its charter)

DELAWARE (State or other jurisdiction of incorporation)	000-19860 (Commission File Number)	13-3385513 (IRS Employer Identification No.)
557 BROADWAY, NEW YORK, NEW YORK (Address of principal executive offices)		10012 (Zip Code)

Registrant's telephone number, including area code (212) 343-6100

SCHOLASTIC CORPORATION
CURRENT REPORT ON FORM 8-K, DATED December 17, 2003

ITEM 7. FINANCIAL STATEMENTS, PRO FORMA
FINANCIAL INFORMATION AND EXHIBITS

EXHIBIT NUMBER -----	DESCRIPTION OF DOCUMENT -----
99.1	Press release of Scholastic Corporation, dated December 17, 2003.

ITEM 12. RESULTS OF OPERATIONS AND FINANCIAL CONDITION

On December 17, 2003, Scholastic Corporation issued the press release attached hereto as Exhibit 99.1 announcing its results of operations for its quarter ended November 30, 2003.

The information in this Current Report on Form 8-K, including Exhibits, is being furnished to the Securities and Exchange Commission (the "SEC") and shall not be deemed to be incorporated by reference into any of Scholastic's filings with the SEC under the Securities Act of 1933.

SIGNATURES

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
(Registrant)

Date: December 17, 2003

/s/Kevin J. McEnery

Kevin J. McEnery
Executive Vice President
& Chief Financial Officer

SCHOLASTIC CORPORATION
CURRENT REPORT ON FORM 8-K, DATED December 17, 2003
EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION OF DOCUMENT
-----	-----
Exhibit 99.1	Press release of Scholastic Corporation, dated December 17, 2003.

CONTACTS:

MEDIA: JUDY CORMAN (212) 343-6833
 INVESTORS: RAY MARCHUK (212) 343-6741

SCHOLASTIC REPORTS SECOND QUARTER FINANCIAL RESULTS
 IMPROVED PERFORMANCE IN SCHOOL BOOK CLUBS AND FAIRS

NEW YORK, December 17, 2003 -- Scholastic Corporation (NASDAQ: SCHL) today announced second quarter results consistent with its plan to improve earnings and cash flow in Fiscal 2004.

For the quarter ended November 30, 2003, Scholastic reported revenue of \$699.0 million and net income of \$66.7 million, or \$1.67 per diluted share, compared to revenue of \$660.3 million and net income of \$75.0 million, or \$1.85 per diluted share, in the corresponding year-ago quarter. For the first six months of Fiscal 2004, Scholastic reported revenue of \$1,174.4 million and net income of \$41.9 million, or \$1.05 per diluted share, compared to revenue of \$967.2 million and net income of \$30.4 million, or \$0.75 per diluted share, in the similar year-ago period.

"During the second quarter, results improved in our core school-based distribution channels, with revenue increases of 16% in Book Clubs and 5% in Book Fairs," said Richard Robinson, Chairman, President and CEO. "We also experienced revenue gains of 16% in International and 13% in Educational Publishing. Year to date, we have achieved more than half our \$40 million Fiscal 2004 cost savings plan, and cash flow has increased significantly due to better first half results and lower capital expenditures. We're pleased with our performance so far this year and we are on track to achieve our profit and cash flow goals for Fiscal 2004."

As part of its plan for Fiscal 2004, the Company had anticipated lower profits for the second quarter compared to the prior year quarter, primarily due to lower Trade revenue, based largely on the timing of HARRY POTTER(R) sales, which were concentrated in the second quarter of the prior fiscal year and in the first quarter of the current fiscal year. Lower results in Continuity Programs, due primarily to higher bad debt, also contributed to the decline in profits. These declines were partially offset by improved profits in School Book Clubs and School Book Fairs and in International.

SECOND QUARTER SEGMENT ANALYSIS

CHILDREN'S BOOK PUBLISHING & DISTRIBUTION. Revenue increased 3% to \$450.4 million compared to \$438.3 million in the year ago quarter. Book Club revenue grew on more orders, helped in part by the July 2003 acquisition of selected assets of Troll Book Clubs. Book Fair revenue was driven by increases in the number of fairs held and by higher revenue per fair. Continuity revenue was up 3%. Trade revenue declined by approximately \$22 million, reflecting HARRY POTTER revenue of \$13 million compared to \$25 million in the year-ago quarter, and a weak bookselling environment, particularly for backlist titles.

For the first six months of Fiscal 2004, Trade revenue increased 95% to \$255 million, compared to \$131 million in the year-ago period, with year to date HARRY POTTER revenue of about \$185 million compared to approximately \$40 million in the year-ago period. Much of this year's HARRY POTTER revenue comes from the sale of about 12 million copies of HARRY POTTER AND THE ORDER OF THE PHOENIX, which continues to top children's bestseller lists.

EDUCATIONAL PUBLISHING. Revenue increased 13% to \$87.3 million compared to \$77.1 million in the year ago quarter. Increased sales of classroom libraries and of the READ 180(R) intervention program more than offset continued soft Scholastic Library revenue.

INTERNATIONAL. Revenue increased 16% to \$114.6 million compared to \$98.7 million in the year ago quarter. The increase reflected the positive effect of foreign currency translations and growth in exports, primarily due to a Department of Defense order for educational materials. In local currencies, revenue was higher in Canada and down modestly in Australia and the UK compared to the year-ago quarter.

MEDIA, LICENSING AND ADVERTISING. Revenue increased 1% to \$46.7 million compared to \$46.2 million in the year ago quarter. The current year quarter included \$8 million of revenue from the Back to Basics Toys catalog business acquired in August 2003, while the year ago quarter included high margin syndication revenue

for THE MAGIC SCHOOL BUS(R) TV series.

CONFERENCE CALL

Scholastic will hold a conference call tomorrow (December 18, 2003) at 8:00 AM Eastern. To listen and ask questions, dial 973-935-8510 or 888-338-6461 (meeting leader is "Richard Robinson"). To view accompanying slides, go to the Investor Relations section of Scholastic.com. Following the call, the slides will be available on the Investor Relations section of Scholastic.com and an audio replay will be available at 877-519-4471, PIN number 4362104.

UPCOMING INVESTOR PRESENTATIONS

Ray Marchuk, Senior Vice President-Finance and Investor Relations, is currently scheduled to make presentations to institutional investors at the Smith Barney Media and Entertainment Conference in Phoenix on January 5, 2004. Barbara Marcus, President of Children's Book Publishing and Distribution, and Mr. Marchuk are also scheduled to present at the Merrill Lynch Advertising, Publishing and Education Conference in New York City on March 4, 2004. Further details will be posted in the Investor Relations section of WWW.SCHOLASTIC.COM when available.

ABOUT SCHOLASTIC

Scholastic Corporation is the world's largest publisher and distributor of children's books. Scholastic creates quality educational and entertaining materials and products for use in school and at home, including children's books, magazines, technology-based products, teacher materials, television programming, film, videos and toys. The Company distributes its products and services through a variety of channels, including proprietary school-based book clubs, school-based book fairs, and school-based and direct-to-home continuity programs; retail stores, schools, libraries and television networks; and the Company's Internet site, WWW.SCHOLASTIC.COM.

FORWARD-LOOKING STATEMENTS

This news release contains certain forward-looking statements. Such forward-looking statements are subject to various risks and uncertainties, including the conditions of the children's book and educational materials markets and acceptance of the Company's products within those markets and other risks and factors identified from time to time in the Company's filings with the Securities and Exchange Commission. Actual results could differ materially from those currently anticipated.

SCHOLASTIC CORPORATION
CONSOLIDATED STATEMENT OF OPERATIONS

FOR THE THREE AND SIX MONTHS ENDED NOVEMBER 30, 2003 AND 2002
(UNAUDITED)

(AMOUNTS IN MILLIONS EXCEPT PER SHARE DATA)

		THREE		
		MONTHS ENDED		
	11/30/03	11/30/02(1)		VARIANCE
Revenue				
Children's book publishing & distribution	\$450.4	\$438.3	\$12.1	
3% Educational publishing	87.3	77.1	10.2	13%
International	114.6	98.7	15.9	16%
Media, licensing & advertising	46.7	46.2	0.5	1%
Total revenue	699.0	660.3	38.7	6%
Costs and expenses	(2) 585.6	536.9	(48.7)	-9%
Operating income	113.4	123.4	(10.0)	-8%
Interest expense	9.2	8.2	(1.0)	-12%

Income before taxes 104.2 115.2
(11.0) -10% Tax provision 37.5
40.2 2.7 7% -----
----- Net
income \$66.7 \$75.0 (\$8.3) -11%
=====

===== Weighted average
shares outstanding: Basic 39.3
39.1 Diluted 40.0 40.6 Net income
per share: Basic \$1.70 \$1.92
(\$0.22) -11% Diluted \$1.67 \$1.85
(\$0.18) -10% -----

----- SIX MONTHS
ENDED -----

11/30/03 11/30/02(1) VARIANCE ---

----- Revenue
Children's book publishing &
distribution \$738.6 \$578.6 \$160.0
28% Educational publishing 193.1
165.2 27.9 17% International
179.9 160.4 19.5 12% Media,
licensing & advertising 62.8 63.0
(0.2) 0% -----
----- Total
revenue 1,174.4 967.2 207.2 21%
Costs and expenses (2) 1,090.8
905.9 (184.9) -20% -----

Operating income 83.6 61.3 22.3
36% Interest expense 18.1 15.8
(2.3) -15% -----
----- Income
before taxes 65.5 45.5 20.0 44%
Tax provision 23.6 15.1 (8.5)
-56% -----
----- Net income 41.9
30.4 11.5 38%

=====

===== Weighted average
shares outstanding: Basic 39.3
39.1 Diluted 39.9 40.4 Net income
per share: Basic \$1.07 \$0.78
\$0.29 37% Diluted \$1.05 \$0.75
\$0.30 40% -----

- (1) Revenues reflect a reclassification of Scholastic.com results to Children's book publishing & distribution and Educational publishing from Media, licensing & advertising.
- (2) Results for the three and six months ended November 30, 2003 include a pre-tax charge of \$1.2, or \$0.02 per share after-tax, and a pre-tax charge of \$3.2, or \$0.05 per share after-tax, respectively, related to severance for staff reductions announced in May 2003, but implemented during the respective periods. Results for the six months ended November 30, 2002 include a pre-tax charge of \$1.9, or \$0.03 per share after-tax, to settle a securities lawsuit from 1997.

FORWARD LOOKING STATEMENTS

This news release contains certain forward-looking statements. Such forward-looking statements are subject to various risks and uncertainties, including the conditions of the children's book and instructional material markets and acceptance of the Company's product within those markets and other risks and factors identified from time to time in the Company's filings with the Securities and Exchange Commission. Actual results could differ materially from those currently anticipated.

=====