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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Form S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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### 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

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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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- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 (c)(h) as follows: on the basis of the average of the high and low prices of the Common Stock reported on the NASDAQ-National Market System on October 30, 2003.

Pursuant to Rule 429, this Registration Statement also covers the shares of Common Stock previously registered under Registration Statement No. 333-62297.

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### INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents which have heretofore been filed by Scholastic Corporation (the "Company") (Commission File No. 000-19860) with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein and shall be deemed to be a part hereof:

- (a) The Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2003;
- (b) The Company's Quarterly Report on Form 10-Q for the quarterly period ending August 31, 2003;



/s/ JOHN L. DAVIES

Director

November 5, 2003

John L. Davies

/s/ CHARLES T. HARRIS

Charles T. Harris, III

Director

November 5, 2003

/s/ ANDREW S. HEDDEN

Andrew S. Hedden

Director

November 5, 2003

/s/ MAE C. JEMISON

Mae C. Jemison

Director

November 5, 2003

/s/ LINDA B. KEENE

Linda B. Keene

Director

November 5, 2003

/s/ PETER M. MAYER

Peter M. Mayer

Director

November 5, 2003

/s/ JOHN G. MCDONALD

John G. McDonald

Director

November 5, 2003

/s/ AUGUSTUS K. OLIVER

Augustus K. Oliver

Director

November 5, 2003

/s/ RICHARD M. SPAULDING

Richard M. Spaulding

Director

November 5, 2003

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#### EXHIBIT INDEX

<u>Regulation S-K Exhibit Number</u>	<u>Description of Document</u>	<u>Page Number in Sequentially Numbered Copy</u>
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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**AMENDMENT NO. 2  
TO  
SCHOLASTIC CORPORATION 1997 OUTSIDE DIRECTORS'  
STOCK OPTION PLAN**

1. Section 7 of the Scholastic Corporation 1997 Outside Directors' Stock Option Plan (Amended and Restated as of May 25, 1999) (as amended, the "Plan") is amended by substituting: "630,000" for "180,000" where it appears therein; and

2. The following shall replace Section 8 in its entirety:

In the event of any increase, reduction, or change or exchange of Common Stock for a different number or kind of Shares or other securities of the Company by reason of a reclassification, recapitalization, merger, consolidation, reorganization, stock dividend, stock split or reverse stock split, combination or exchange of Shares, repurchase of Shares, change in corporate structure or otherwise, the Committee shall conclusively determine the appropriate equitable adjustments, if any, to be made under the Plan, including without limitation adjustments to the number of Shares which have been authorized for issuance under the Plan but have not yet been placed under Option, the number of shares which shall be the number of the automatic grant to Directors, as well as the price per Share of Common Stock covered by each Option outstanding under the Plan which has not yet been exercised.

Subject to the foregoing, the Plan remains in full force and effect in accordance with the terms thereof.

The foregoing amendments were duly approved by resolution of the Board of Directors of Scholastic Corporation at its meeting held on July 15, 2003.

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[AMENDMENT NO. 2 TO SCHOLASTIC CORPORATION 1997 OUTSIDE DIRECTORS' STOCK OPTION PLAN](#)

[LETTERHEAD OF COUDERT BROTHERS LLP]

November 5, 2003  
Scholastic Corporation  
557 Broadway  
New York, NY 10012

Ladies and Gentlemen:

We are rendering our opinion with respect to the legality of the 270,000 shares of Common Stock, par value \$.01 per share (the "Shares"), of Scholastic Corporation, a Delaware corporation (the "Company"), issuable pursuant to the Scholastic Corporation 1997 Outside Directors' Stock Option Plan (the "Plan"), which shares are being registered under the Securities Act of 1933, as amended, pursuant to the Company's Registration Statement on Form S-8 (the "Registration Statement").

As counsel to the Company, we are familiar with the corporate proceedings taken by the Company in connection with the authorization for issuance of the Shares, and we have examined such corporate records of the Company and other instruments and documents as we have deemed necessary for purposes of the opinion herein expressed.

Based on the foregoing, and having regard for such other legal and factual considerations we deem relevant, we are of the opinion that the Shares, upon issuance in accordance with the terms of the Plan, will constitute legally and validly issued, fully paid and nonassessable shares of the Common Stock of the Company.

We hereby consent to the inclusion of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

/s/ Coudert Brothers LLP

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[\[LETTERHEAD OF COUDERT BROTHERS LLP\]](#)

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**EXHIBIT 23.1**

**CONSENT OF INDEPENDENT AUDITORS**

We consent to the incorporation by reference in this Registration Statement on Form S-8 and related Prospectus pertaining to the Amendment to the Scholastic Corporation 1997 Outside Directors' Stock Option Plan of our report dated July 14, 2003, with respect to the consolidated financial statements and schedule of Scholastic Corporation included in its Annual Report on Form 10-K for the year ended May 31, 2003 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York  
November 5, 2003

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