

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 18, 2024

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

N/A

(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))

Securities registered pursuant to Section 12(b) of the Act:

| Title of each class | Trading Symbol(s) | Name of each exchange on which registered |
|--------------------------------|-------------------|-------------------------------------------|
| Common Stock, \$0.01 par value | SCHL | The Nasdaq Stock Market LLC |

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§ 230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§ 240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.07 Submission of Matters to a Vote of Security Holders.

Scholastic Corporation (the “Company”) held its annual meeting of stockholders on September 18, 2024. The final results of voting on each of the matters submitted to a vote of the security holders at the meeting are as follows:

Matters Voted Upon by Holders of Class A Stock

1. Nominees for Election to Board of Directors

| | For | Against | Withheld |
|----------------|---------|---------|----------|
| Iole Lucchese | 828,100 | 0 | 0 |
| Andrés Alonso | 828,100 | 0 | 0 |
| Robert Dumont | 828,100 | 0 | 0 |
| Kaya Henderson | 828,100 | 0 | 0 |
| Linda Li | 828,100 | 0 | 0 |
| Verdell Walker | 828,100 | 0 | 0 |
| Peter Warwick | 828,100 | 0 | 0 |
| David J. Young | 828,100 | 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.

| | <u>For</u> | <u>Against</u> | <u>Withheld</u> | <u>Broker Non-Vote</u> |
|----------------|------------|----------------|-----------------|------------------------|
| James W. Barge | 15,953,917 | 0 | 7,515,716 | 0 |
| John L. Davies | 22,815,824 | 0 | 653,809 | 0 |
| Alix Guerrier | 23,426,701 | 0 | 42,932 | 0 |

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

Date: September 23, 2024

By: /s/ Andrew S. Hedden

Andrew S. Hedden
Executive Vice President,
General Counsel and Secretary
