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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**  
Washington, D.C. 20549

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**Form 8-K**

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**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 24, 2014**

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**SCHOLASTIC CORPORATION**

(Exact name of registrant as specified in its charter)

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**Commission File Number: 000-19860**

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

**13-3385513**  
(IRS Employer  
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)

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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))
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**Item 5.02. Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers**

(a) Not applicable.

(b) Not applicable.

(c) On September 24, 2014, the Company announced that the Board of Directors of the Company has appointed Mr. Kenneth J. Cleary to assume the role of Senior Vice President and Chief Accounting Officer (principal accounting officer) for the Company. Before assuming this role, Mr. Cleary, age 49, was the Company's Vice President, External Reporting and Compliance since joining the Company in May 2008. Prior to joining the Company, Mr. Cleary was the Senior Assistant Controller at Hertz Corporation. He began his career as an auditor for KPMG before working at Sequa Corporation as Manager of Financial Reporting and then at Engelhard Corporation where he was Assistant Controller.

There are no family relationships among Mr. Cleary and any directors or officers of the Company.

There have been no transactions nor are there any proposed transactions between the Company and Mr. Cleary that would require disclosure pursuant to Item 404(a) of Regulation S-K.

(d) Not applicable.

(e) Not applicable.

**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 24, 2014 are as follows:

Matters voted upon by holders of Class A Stock

1. Nominees for Election to Board of Directors

	<u>For</u>	<u>Against</u>	<u>Withheld</u>
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
Peter Warwick	1,656,200	0	0
Margaret A. Williams	1,656,200	0	0

2. Approval of Amendment No. 2 to the Scholastic Corporation 2011 Stock Incentive Plan.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
1,656,200	0	0

4. Advisory vote for the approval of fiscal 2014 compensation awarded to the Registrant's Named Executive Officers as set forth in the proxy statement for the annual meeting.

<u>For</u>	<u>Against</u>	<u>Abstain</u>
1,656,200	0	0

No 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.

	<u>For</u>	<u>Against</u>	<u>Withheld</u>	<u>Broker Non-Vote</u>
James W. Barge	26,855,696	0	718,039	0
Marianne Caponnetto	26,900,326	0	673,409	0
John L. Davies	26,609,029	0	964,706	0

**Item 9.01 Financial Statements and Exhibits**

**(a) Not applicable**

**(b) Not applicable**

**(c) The following exhibit is filed as part of this report:**

Press release of Scholastic Corporation announcing the appointment of Kenneth J. Cleary as Chief Accounting Officer, dated September 24, 2014.

**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 26, 2014

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

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**INDEX TO EXHIBITS**

<b>Number</b>	<b>Description</b>
99.1	Press release of Scholastic Corporation announcing the appointment of Kenneth J. Cleary as Chief Accounting Officer, dated September 24, 2014.

**For Immediate Release****Contact: Kristen Joerger, [kjoerger@scholastic.com](mailto:kjoerger@scholastic.com), 212-389-3343****SCHOLASTIC NAMES KEN CLEARY SENIOR VICE PRESIDENT AND CHIEF ACCOUNTING OFFICER**

**New York, NY – September 24, 2014** – Scholastic (NASDAQ: SCHL), the global children’s publishing, education and media company, today announced the promotion of **Ken Cleary** to Senior Vice President and Chief Accounting Officer. In his new role, Mr. Cleary will be responsible for overseeing all corporate accounting, tax and internal audit functions, ensuring that all reporting is accurate and in compliance with government regulations. He will be a key executive within the Finance group, working closely with Financial Planning and Analysis, Investor Relations, and Treasury. He will also be a key partner for the business divisions, providing useful information to inform business decisions and drive results.

“I look forward to Ken’s continued success at Scholastic in his new role,” said Maureen O’Connell, Executive Vice President, Chief Administrative Officer and Chief Financial Officer. “Ken’s attention to detail, sharp business sense, and expertise in his field has contributed greatly over the past six years of his employment and make him the ideal person to perform this critical function for the Company.”

Mr. Cleary joined Scholastic in 2008 as Vice President, External Reporting and Compliance. Prior to joining the Company, he served as Senior Assistant Controller for The Hertz Corporation. He began his career as an auditor for KPMG before working at Sequa Corporation as Manager of Financial Reporting and then at Engelhard Corporation where he was Assistant Controller. Mr. Cleary earned his B.S. in Accounting from The College of New Jersey.

For more about Scholastic, visit our media room at: <http://mediaroom.scholastic.com>