

**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): January 25, 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)

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

**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(b) 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:

<b>Title of each class</b>	<b>Trading Symbol</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.01	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 8.01 Other Events.**

On January 25, 2024, the Company and Peter Warwick, the Company's Chief Executive Officer and President, mutually agreed to extend the term of his employment pursuant to the Amended and Restated Employment Agreement between the Company and Mr. Warwick, as amended by the First Amendment thereto, for an additional one-year period, namely from August 1, 2024 through July 31, 2025, in accordance with the provisions of the First Amendment. A copy of the agreement extending the Term is attached to this Report on Form 8-K as Exhibit 10.1 and is incorporated herein by reference.

**Item 9.01 Financial Statements and Exhibits.**

*(d) Exhibits*

10.1 [Letter Agreement, dated January 25, 2024, between Scholastic Corporation and Peter Warwick](#)

104 Cover Page Interactive Data File

**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: January 25, 2024

By: /s/ Andrew S. Hedden  
Name: Andrew S. Hedden  
Title: Executive Vice President, General Counsel



Mr. Peter Warwick  
Scholastic Corporation  
557 Broadway  
New York, NY 10012

January 25, 2024

Dear Peter:

With reference to Section 2 of the Amended and Restated Employment Agreement by and between Scholastic Corporation and Peter Warwick which became effective as of August 1, 2021 (the "Agreement"), as amended by the First Amendment to Amended and Restated Employment Agreement dated October 4, 2023 (the "First Amendment"), this letter will evidence the mutual agreement of Scholastic Corporation and you to extend the Term (as defined in the First Amendment) of the Agreement, as so amended by the First Amendment, for an additional one year period, namely from August 1, 2024 through July 31, 2025.

If you are in agreement with the foregoing, kindly sign both copies of this letter and return one copy to Cristina Juvier, retaining the other copy for your records.

We are delighted that you will be continuing to serve as the Company's Chief Executive Officer and President.

Very truly yours,

Scholastic Corporation

By: /s/ Cristina Juvier  
Cristina Juvier  
Chief People Officer  
Scholastic Corporation

Accepted and Agreed:

/s/ Peter Warwick  
Peter Warwick  
Chief Executive Officer and President  
Scholastic Corporation