SEC Form 4	
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## FORM 4

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

OMB APPROVAL

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hours per response:	0.5

STATEMENT	OF	<b>CHANGES</b>	IN	BENEFICIAL	OWNERSHIP
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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Addre	ess of Reporting Pers	:on <sup>*</sup>	2. Issuer Name and Ticker or Trading Symbol <u>SCHOLASTIC CORP</u> [ SCHL ]		tionship of Reporting Pers all applicable) Director	on(s) to Issuer 10% Owner
(Last)	(Last) (First) (Middle) C/O CORPORATE SECRETARY, SCHOLASTIC CORPORATION, 557 BROADWAY		3. Date of Earliest Transaction (Month/Day/Year) 09/20/2023		Officer (give title below)	Other (specify below)
SCHOLASTIC			4. If Amendment, Date of Original Filed (Month/Day/Year)	6. Individual or Joint/Group Filing (Check Applicable Line) X Form filed by One Reporting Person Form filed by More than One Reporting Person		
NEW YORK	NY	10012	Rule 10b5-1(c) Transaction Indication			
(City)	(State)	(Zip)	Check this box to indicate that a transaction was made pursuant t satisfy the affirmative defense conditions of Rule 10b5-1(c). See I	o a contra nstruction	act, instruction or written plan 10.	that is intended to

## Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)			4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)				Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)		(1130.14)
Common Stock	09/20/2023		A		<b>3,192</b> <sup>(1)</sup>	A	\$39.16	12,741	D	

## Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

			(- 57)-	,			,					,			
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transa Code ( 8)				Expiration Date (Month/Day/Year) irrites irred osed ) r, 3, 4			nd 7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)		9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Ownership Form: Direct (D)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				

## Explanation of Responses:

1. Represents a grant of restricted stock units under the Amended and Restated Scholastic Corporation Outside Directors Stock Incentive Plan, all of which are scheduled to vest on the earlier of September 20, 2024 or the date of the Company's 2024 annual stockholder meeting.

<u>/s/ Andres A. Alonso by</u> <u>Andrew S. Hedden, Esq.,</u> <u>Attorney-in-Fact</u>

09/22/2023

\*\* Signature of Reporting Person Date

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

 $^{\star}$  If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).