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

FORM 10-Q

Quarterly Report pursuant to section 13 or 15(d) of the Securities Exchange Act of 1934

For the quarterly period ended November 30, 2012 | Commission File No. 000-19860

SCHOLASTIC CORPORATION
(Exact name of Registrant as specified in its charter)

Delaware	**13-3385513**
(State or other jurisdiction of incorporation or organization)	(IRS Employer Identification No.)
557 Broadway, New York, New York	**10012**
(Address of principal executive offices)	(Zip Code)

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

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.
Yes x No o

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (229.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer x	Accelerated filer o
Non-accelerated filer o	Smaller reporting company o

Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act).
Yes o No x

Indicate the number of shares outstanding of each of the issuer's classes of Common Stock, as of the latest practicable date.

Title of each class	Number of shares outstanding as of November 30, 2012
Common Stock, $.01 par value	30,339,834
Class A Stock, $.01 par value	1,656,200

SCHOLASTIC CORPORATION
FORM 10-Q FOR THE QUARTERLY PERIOD ENDED NOVEMBER 30, 2012
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Item 1. Financial Statements

SCHOLASTIC CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS - UNAUDITED
(Dollar amounts in millions, except per share data)

	Three months ended November 30,		Six months ended November 30,	
	2012	**2011**	**2012**	**2011**
Revenues	**$ 616.2**	**$ 685.3**	**$ 909.8**	**$ 1,003.3**
Operating costs and expenses:				
Cost of goods sold (exclusive of depreciation & amortization)	263.4	285.7	414.5	446.1
Selling, general and administrative expenses (exclusive of depreciation and amortization)	235.2	237.9	409.1	413.6
Depreciation and amortization	16.7	15.5	32.8	30.6
Loss on lease	—	6.2	—	6.2
Total operating costs and expenses	515.3	545.3	856.4	896.5
Operating income (loss)	**100.9**	**140.0**	**53.4**	**106.8**
Other income (expense)	0.0	0.0	0.0	0.0
Interest expense, net	3.7	3.9	7.4	7.8
Earnings (loss) from continuing operations before income taxes	**97.2**	**136.1**	**46.0**	**99.0**
Provision (benefit) for income taxes	35.3	52.8	16.1	40.8
Earnings (loss) from continuing operations	**61.9**	**83.3**	**29.9**	**58.2**
Earnings (loss) from discontinued operations, net of tax	**(0.1)**	**(0.5)**	**(0.2)**	**(2.5)**
Net income (loss)	**$ 61.8**	**$ 82.8**	**$ 29.7**	**$ 55.7**
Basic and diluted earnings (loss) per Share of Class A and Common Stock				
Basic:				
Earnings (loss) from continuing operations	$ 1.93	$ 2.66	$ 0.94	$ 1.86
Earnings (loss) from discontinued operations, net of tax	$ 0.00	$ (0.02)	$ (0.01)	$ (0.08)
Net income (loss)	$ 1.93	$ 2.64	$ 0.93	$ 1.78
Diluted:				
Earnings (loss) from continuing operations	$ 1.89	$ 2.62	$ 0.92	$ 1.83
Earnings (loss) from discontinued operations, net of tax	$ 0.00	$ (0.02)	$ (0.01)	$ (0.08)
Net income (loss)	$ 1.89	$ 2.60	$ 0.91	$ 1.75
Dividends declared per Class A and Common Share	$ 0.125	$ 0.100	$ 0.250	$ 0.200

See accompanying notes

SCHOLASTIC CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME (LOSS) - UNAUDITED
(Dollar amounts in millions)

	Three months ended November 30,		Six months ended November 30,	
	2012	**2011**	**2012**	**2011**
Net income (loss)	$ 61.8	$ 82.8	$ 29.7	$ 55.7
Other comprehensive income (loss), net:				
Foreign currency translation adjustments	2.5	(6.4)	7.6	(5.9)
Pension and post-retirement adjustments:				
Amortization of prior service cost (credit)	(0.1)	(0.2)	(0.2)	(0.3)
Amortization of unrecognized gain (loss) included in net periodic cost	1.4	1.7	2.6	3.1
Total other comprehensive income (loss)	$ 3.8	$ (4.9)	$ 10.0	$ (3.1)
Comprehensive income (loss)	$ 65.6	$ 77.9	$ 39.7	$ 52.6

See accompanying notes

SCHOLASTIC CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS - UNAUDITED
(Dollar amounts in millions, except per share data)

	November 30, 2012	May 31, 2012	November 30, 2011
ASSETS			
Current Assets:			
Cash and cash equivalents	$ 257.3	$ 194.9	$ 114.0
Accounts receivable, net	272.9	314.1	288.1
Inventories, net	356.4	295.3	376.2
Deferred income taxes	71.5	71.4	56.6
Prepaid expenses and other current assets	50.6	47.2	45.6
Current assets of discontinued operations	7.0	7.0	9.3
Total current assets	**1,015.7**	**929.9**	**889.8**
Property, plant and equipment, net	327.1	327.2	328.7
Prepublication costs	133.9	125.8	118.4
Royalty advances, net	37.6	34.8	37.0
Production costs	2.1	1.6	7.1
Goodwill	157.8	157.7	155.1
Other intangibles	15.6	16.7	18.9
Noncurrent deferred income taxes	42.6	42.3	20.0
Other assets and deferred charges	36.6	34.3	35.9
Total assets	**$ 1,769.0**	**$ 1,670.3**	**$ 1,610.9**
LIABILITIES AND STOCKHOLDERS' EQUITY			
Current Liabilities:			
Lines of credit, short-term debt and current portion of long-term debt	$ 0.7	$ 6.5	$ 5.7
Capital lease obligations	0.7	1.0	0.6
Accounts payable	208.1	119.6	146.0
Accrued royalties	52.7	92.7	50.8
Deferred revenue	105.2	47.1	92.2
Other accrued expenses	195.2	233.5	205.1
Current liabilities of discontinued operations	1.9	2.1	0.7
Total current liabilities	**564.5**	**502.5**	**501.1**
Noncurrent Liabilities:			
Long-term debt	152.9	152.8	152.7
Capital lease obligations	56.9	56.4	55.5
Other noncurrent liabilities	118.0	128.3	110.1
Total noncurrent liabilities	**327.8**	**337.5**	**318.3**
Commitments and Contingencies:	—	—	—
Stockholders' Equity:			
Preferred Stock, $1.00 par value	—	—	—
Class A Stock, $.01 par value	0.0	0.0	0.0
Common Stock, $.01 par value	0.4	0.4	0.4
Additional paid-in capital	585.8	583.0	583.2
Accumulated other comprehensive income (loss)	(64.2)	(74.2)	(57.0)
Retained earnings	745.5	723.9	685.2
Treasury stock at cost	(390.8)	(402.8)	(420.3)
Total stockholders' equity	876.7	830.3	791.5
Total liabilities and stockholders' equity	**$ 1,769.0**	**$ 1,670.3**	**$ 1,610.9**

See accompanying notes

SCHOLASTIC CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS – UNAUDITED
(Dollar amounts in millions)

	Six months ended November 30, 2012	2011
Cash flows - operating activities:		
Net income (loss)	$ 29.7	$ 55.7
Earnings (loss) from discontinued operations, net of tax	(0.2)	(2.5)
Earnings (loss) from continuing operations	29.9	58.2
Adjustments to reconcile earnings from continuing operations to net cash provided by (used in) operating activities of continuing operations:		
Provision for losses on accounts receivable	4.5	4.7
Provision for losses on inventory	11.3	11.6
Provision for losses on royalty advances	2.6	2.3
Amortization of prepublication and production costs	23.8	24.4
Depreciation and amortization	32.8	30.6
Loss on leases	—	6.2
Stock-based compensation	4.2	7.8
Equity investment income	(1.5)	(1.7)
Changes in assets and liabilities:		
Accounts receivable	42.0	(76.0)
Inventories	(68.0)	(83.5)
Other current assets	(0.9)	(8.1)
Deferred promotion costs	(2.4)	(1.8)
Royalty advances	(5.1)	(4.1)
Accounts payable	86.0	25.3
Other accrued expenses	(39.2)	55.1
Accrued royalties	(40.9)	15.9
Deferred revenue	57.8	43.2
Pension and post-retirement liability	(7.8)	(2.8)
Other noncurrent liability	(2.0)	(0.9)
Other, net	0.7	2.7
Total adjustments	97.9	50.9
Net cash provided by (used in) operating activities of continuing operations	127.8	109.1
Net cash provided by (used in) operating activities of discontinued operations	(0.4)	(1.3)
Net cash provided by (used in) operating activities	127.4	107.8
Cash flows - investing activities:		
Prepublication and production expenditures	(32.6)	(25.4)
Additions to property, plant and equipment	(30.4)	(20.8)
Other	(0.1)	—
Net cash provided by (used in) investing activities of continuing operations	(63.1)	(46.2)
Net cash provided by (used in) investing activities	(63.1)	(46.2)

See accompanying notes

SCHOLASTIC CORPORATION
CONSOLIDATED STATEMENTS OF CASH FLOWS – UNAUDITED
(Dollar amounts in millions)

	Six months ended November 30, 2012	2011
Cash flows - financing activities:		
Repayment of term loan	—	(50.2)
Borrowings under lines of credit	18.8	52.0
Repayment of lines of credit	(24.4)	(45.0)
Repayment of capital lease obligations	(0.5)	(0.2)
Reacquisition of common stock	(0.1)	(5.0)
Proceeds pursuant to stock-based compensation plans	11.3	3.4
Payment of dividends	(7.9)	(6.2)
Other	(0.6)	(0.6)
Net cash provided by (used in) financing activities of continuing operations	(3.4)	(51.8)
Net cash provided by (used in) financing activities	(3.4)	(51.8)
Effect of exchange rate changes on cash and cash equivalents	1.5	(1.1)
Net increase (decrease) in cash and cash equivalents	62.4	8.7
Cash and cash equivalents at beginning of period	194.9	105.3
Cash and cash equivalents at end of period	**$ 257.3**	**$ 114.0**

See accompanying notes

1. Basis of Presentation

Principles of consolidation

The accompanying condensed consolidated financial statements include the accounts of Scholastic Corporation (the “Corporation”) and all wholly-owned and majority-owned subsidiaries (collectively, “Scholastic” or the “Company”). Intercompany transactions are eliminated in consolidation. These financial statements have not been audited but reflect those adjustments consisting of normal recurring items that management considers necessary for a fair presentation of financial position, comprehensive income, results of operations and cash flows. These financial statements should be read in conjunction with the consolidated financial statements and related notes in the Annual Report on Form 10-K for the fiscal year ended May 31, 2012 (the “Annual Report”).

The Company’s fiscal year is not a calendar year. Accordingly, references in this document to fiscal 2012 relate to the twelve-month period ended May 31, 2012.

Segment

The Company determined that a software business previously reported in the *Media, Licensing and Advertising* segment should be reported in the *Children’s Book Publishing and Distribution* segment consistent with changes in the Company’s internal reporting structure. All prior periods reflect this change.

Reclassifications

Certain reclassifications have been made to conform to the current year presentation.

Other Comprehensive Income (Loss)

The Company reported net amortization expense of prior service and gains and losses for pension and post-retirement benefit plans in Selling, general and administrative expenses of $1.3 and $2.4 for the three and six months ended November 30, 2012, respectively, and $1.5 and $2.8 for the three and six months ended November 30, 2011, respectively. These amounts had previously been recognized as a component of accumulated other comprehensive income.

Discontinued Operations

The Company closed or sold several operations during fiscal 2009, fiscal 2010 and fiscal 2012, and presently holds for sale one facility. All of these businesses are classified as discontinued operations in the Company’s financial statements. See Note 2, “Discontinued Operations,” for additional information.

Seasonality

The Company’s school-based book clubs, school-based book fairs and most of its magazines operate on a school-year basis; therefore, the Company’s business is highly seasonal. As a result, the Company’s revenues in the first and third quarters of the fiscal year generally are lower than its revenues in the other two fiscal quarters. Typically, school-based book club and book fair revenues are greatest in the second and fourth quarters of the fiscal year, while revenues from the sale of instructional materials and educational technology products and services are highest in the first and fourth quarters. The Company generally experiences a loss from operations in the first and third quarters of each fiscal year.

Use of estimates

The Company’s condensed consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States and with the instructions to Form 10-Q and Regulation S-X. The preparation of these financial statements involves the use of estimates and assumptions by management, which affects the amounts reported in the condensed consolidated financial statements and accompanying notes. The Company bases its estimates on historical experience, current business factors, and various other assumptions believed to be reasonable under the circumstances, all of which are necessary in order to form a basis for determining the carrying values of assets and liabilities. Actual results may differ from those estimates and assumptions. On an on-going basis, the Company evaluates the adequacy of its reserves and the estimates used in calculations, including, but not limited to:

- Accounts receivable, returns and allowances
- Pension and other post-retirement obligations
- Uncertain tax positions
- Inventory reserves
- Gross profits for book fair operations during interim periods
- Sales taxes
- Royalty advance reserves
- Customer reward programs
- Impairment testing for goodwill, intangibles and other long-lived assets

Restricted Cash

The condensed consolidated balance sheets include restricted cash of $1.8, $1.0 and $0.5 at November 30, 2012, May 31, 2012 and November 30, 2011, respectively, which is reported in “Other current assets.”

New Accounting Pronouncements

In October 2012, the FASB issued an update to the authoritative guidance related to fair value information that arises after the measurement date and its inclusion in the impairment analysis of unamortized film costs. The amendments in this update eliminate the rebuttable presumption that the conditions leading to the write off of unamortized film costs after the balance sheet date existed as of the balance sheet date. The amendments also eliminate the requirement that an entity incorporate into fair value measurements used in the impairment tests the effects of any changes in estimates resulting from the consideration of subsequent evidence if the information would not have been considered by market participants at the measurement date. The amendments are effective for impairment assessments performed on or after December 15, 2012. The Company has determined there is no impact on its consolidated financial position and results of operations as a result of this updated guidance.

In July 2012, the FASB issued an update to the authoritative guidance related to the impairment testing of indefinite-lived intangible assets. Similar to the guidance for goodwill impairment testing, companies will have the option to first perform a qualitative assessment to determine whether it is more likely than not that the fair value of the indefinite-lived intangible asset is less than its carrying value. The guidance provides companies with a revised list of examples of events and circumstances to consider, in their totality, to determine whether it is more likely than not that the fair value of the asset is less than its carrying amount. If a company concludes that this is the case, the company is required to perform the quantitative impairment test by comparing the fair value with the carrying value. Otherwise, a company can skip the quantitative test. Companies are not required to perform the qualitative assessment and are permitted to skip the qualitative assessment for any indefinite-lived asset in any period and proceed directly to the quantitative impairment test. The company may resume performing the qualitative assessment in any subsequent period. The amendments are effective for annual and interim impairment tests performed for fiscal years beginning after September 15, 2012. Early adoption is permitted, including for annual and interim impairment tests performed as of a date before July 27, 2012, if a public entity’s financial statements for the most recent annual or interim period have not yet been issued. The Company is evaluating the impact of this update on its consolidated financial position and results of operations.

(Dollar amounts in millions, except per share data)

2. Discontinued Operations

The Company continuously evaluates its portfolio of businesses for both impairment and economic viability. The Company monitors the expected cash proceeds to be realized from the disposition of discontinued operations' assets, and adjusts asset values accordingly.

The following table summarizes the operating results of the discontinued operations for the periods indicated:

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Revenues	$ 0.0	$ 0.0	$ 0.0	$ 0.1
Non-cash impairment	0.0	0.0	0.0	0.9
Earnings (loss) before income taxes	(0.2)	(0.7)	(0.4)	(3.3)
Income tax benefit (expense)	0.1	0.2	0.2	0.8
Earnings (loss) from discontinued operations, net of tax	**$ (0.1)**	**$ (0.5)**	**$ (0.2)**	**$ (2.5)**

The following table sets forth the assets and liabilities of the discontinued operations included in the condensed consolidated balance sheets of the Company as of the dates indicated:

	November 30, 2012	May 31, 2012	November 30, 2011
Accounts receivable, net	$ 0.0	$ 0.0	$ 0.1
Inventories, net	0.0	0.0	0.0
Other assets	7.0	7.0	9.2
Current assets of discontinued operations	**$ 7.0**	**$ 7.0**	**$ 9.3**
Accounts payable	$ 0.1	$ 0.0	$ 0.1
Accrued expenses and other current liabilities	1.8	2.1	0.6
Current liabilities of discontinued operations	**$ 1.9**	**$ 2.1**	**$ 0.7**

3. Segment Information

The Company categorizes its businesses into five reportable segments: *Children's Book Publishing and Distribution; Educational Technology and Services; Classroom and Supplemental Materials Publishing; Media, Licensing and Advertising;* and *International*. This classification reflects the nature of products and services consistent with the method by which the Company's chief operating decision-maker assesses operating performance and allocates resources.

- *Children's Book Publishing and Distribution* operates as an integrated business which includes the publication and distribution of children's books and other products in the United States through school-based book clubs and book fairs, ecommerce and the trade channel. This segment is comprised of three operating segments.
- *Educational Technology and Services* includes the production and distribution to schools of curriculum-based learning technology and materials for grades pre-kindergarten to 12 in the United States, together with related implementation and assessment services and school consulting services. This segment is comprised of one operating segment.
- *Classroom and Supplemental Materials Publishing* includes the publication and distribution to schools and libraries of children's books, classroom magazines, supplemental classroom materials and print and on-line reference and non-fiction products for grades pre-kindergarten to 12 in the United States. This segment is comprised of two operating segments.
- *Media, Licensing and Advertising* includes the production and/or distribution of digital media, consumer promotions and merchandising and advertising revenue, including sponsorship programs. This segment is comprised of two operating segments.
- *International* includes the publication and distribution of products and services outside the United States by the Company's international operations, and its export and foreign rights businesses. This segment is comprised of two operating segments.

(Dollar amounts in millions, except per share data)

	Children's Book Publishing and Distribution (1)(2)	Educational Technology and Services (1)	Classroom and Supplemental Materials Publishing (1)(3)	Media, Licensing and Advertising (1)(2)	Overhead (1)(4)	Total Domestic	International (1)(5)	Total
Three months ended November 30, 2012								
Revenues	$ 350.1	$ 52.2	$ 53.2	$ 17.0	$ —	$ 472.5	$ 143.7	$ 616.2
Bad debt expense	1.8	(0.2)	1.4	—	—	3.0	1.0	4.0
Depreciation and amortization(6)	4.3	0.3	0.3	0.1	10.4	15.4	1.3	16.7
Amortization(7)	3.8	5.2	1.9	0.8	—	11.7	0.3	12.0
Segment operating income (loss)	68.9	5.3	7.4	1.4	(6.8)	76.2	24.7	100.9
Expenditures for long-lived assets including royalty advances	12.1	9.2	2.4	1.1	10.8	35.6	2.7	38.3
Three months ended November 30, 2011								
Revenues	$ 393.0	$ 65.4	$ 58.7	$ 24.1	$ —	$ 541.2	$ 144.1	$ 685.3
Bad debt expense	1.6	0.4	0.5	—	—	2.5	0.8	3.3
Depreciation and amortization(6)	3.8	0.4	0.2	0.3	9.4	14.1	1.4	15.5
Amortization(7)	3.1	5.1	1.7	2.1	—	12.0	0.5	12.5
Loss on leases	—	—	—	—	6.2	6.2	—	6.2
Segment operating income (loss)	108.7	14.6	10.3	2.5	(22.7)	113.4	26.6	140.0
Expenditures for long-lived assets including royalty advances	12.9	6.0	3.1	2.1	7.6	31.7	1.6	33.3

(Dollar amounts in millions, except per share data)

	Children's Book Publishing and Distribution (1)(2)	Educational Technology and Services (1)	Classroom and Supplemental Materials Publishing (1)(3)	Media, Licensing and Advertising (1)(2)	Overhead (1)(4)	Total Domestic	International (1)(5)	Total
Six months ended November 30, 2012								
Revenues	$ 421.2	$ 132.2	$ 91.1	$ 31.4	$ —	$ 675.9	$ 233.9	$ 909.8
Bad debt expense	1.6	0.1	1.2	—	—	2.9	1.6	4.5
Depreciation and amortization(6)	8.1	0.6	0.7	0.2	20.7	30.3	2.5	32.8
Amortization(7)	7.3	10.7	3.6	1.3	—	22.9	0.9	23.8
Loss on leases	—	—	—	—	—	—	—	—
Segment operating income (loss)	13.7	30.1	4.8	1.4	(24.1)	25.9	27.5	53.4
Segment assets at 11/30/12	564.4	170.9	170.2	32.3	513.9	1,451.7	310.3	1,762.0
Goodwill at 11/30/12	54.3	22.7	65.4	5.4	—	147.8	10.0	157.8
Expenditures for long-lived assets including royalty advances	27.2	17.4	4.2	3.1	18.3	70.2	5.1	75.3
Long-lived assets at 11/30/12	171.4	106.9	90.0	13.2	244.3	625.8	71.2	697.0
Six months ended November 30, 2011								
Revenues	$ 470.5	$ 162.0	$ 104.4	$ 34.6	$ —	$ 771.5	$ 231.8	$ 1,003.3
Bad debt expense	1.6	0.7	0.9	—	—	3.2	1.5	4.7
Depreciation and amortization(6)	7.5	0.7	0.5	0.4	18.6	27.7	2.9	30.6
Amortization(7)	6.2	10.3	3.1	3.6	—	23.2	1.2	24.4
Loss on leases	—	—	—	—	6.2	6.2	—	6.2
Segment operating income (loss)	58.5	53.4	12.4	(2.1)	(41.9)	80.3	26.5	106.8
Segment assets at 11/30/11	541.4	157.6	158.8	44.2	419.5	1,321.5	280.1	1,601.6
Goodwill at 11/30/11	54.3	22.7	64.0	5.4	—	146.4	8.7	155.1
Expenditures for long-lived assets including royalty advances	21.1	11.3	4.4	4.0	12.6	53.4	3.9	57.3
Long-lived assets at 11/30/11	175.6	98.6	81.0	20.2	242.4	617.8	69.9	687.7

(Dollar amounts in millions, except per share data)

(1) *As discussed under "Discontinued Operations" in Note 1, "Basis of Presentation," the Company closed or sold several operations during fiscal 2009, fiscal 2010 and fiscal 2012, and presently holds for sale one facility. All of these businesses are classified as discontinued operations in the Company's financial statements and, as such, are not reflected in this table.*

(2) *As discussed under "Segment" in Note 1, a business previously reported in the Media, Licensing and Advertising segment is now included in the Children's Book Publishing and Distribution segment.*

(3) *Includes assets and results of operations acquired in a business acquisition as of February 8, 2012.*

(4) *Overhead includes all domestic corporate amounts not allocated to segments, including expenses and costs related to the management of corporate assets. Unallocated assets are principally comprised of deferred income taxes and property, plant and equipment related to the Company's headquarters in the metropolitan New York area, its fulfillment and distribution facilities located in Missouri and its facility located in Connecticut.*

(5) *Includes assets and results of operations acquired in a business acquisition as of January 3, 2012.*

(6) *Includes depreciation of property, plant and equipment and amortization of intangible assets.*

(7) *Includes amortization of prepublication and production costs.*

4. Debt

The following table summarizes debt as of the dates indicated:

	Carrying Value	**Fair Value**	**Carrying Value**	**Fair Value**	**Carrying Value**	**Fair Value**
	November 30, 2012		**May 31, 2012**		**November 30, 2011**	
Lines of Credit (weighted average interest rates of 4.7%, 5.3% and 3.7%, respectively)	$ 0.7	$ 0.7	$ 6.5	$ 6.5	$ 5.7	$ 5.7
Loan Agreement:						
Revolving Loan	—	—	—	—	—	—
Term Loan	—	—	—	—	—	—
5% Notes due 2013, net of discount	152.9	155.1	152.8	155.4	152.7	153.8
Total debt	**$ 153.6**	**$ 155.8**	**$ 159.3**	**$ 161.9**	**$ 158.4**	**$ 159.5**
Less lines of credit, short-term debt and current portion of long-term debt	(0.7)	(0.7)	(6.5)	(6.5)	(5.7)	(5.7)
Total long-term debt	**$ 152.9**	**$ 155.1**	**$ 152.8**	**$ 155.4**	**$ 152.7**	**$ 153.8**

(Dollar amounts in millions, except per share data)

Short-term debt's carrying value approximates fair value. Fair values of the Notes were estimated based on market quotes, where available, or dealer quotes.

The following table sets forth the maturities of the Company's debt obligations as of November 30, 2012, for the twelve-month periods ending November 30,

2013	$	0.7
2014		152.9
Total debt	**$**	**153.6**

Loan Agreement

On June 1, 2007, Scholastic Corporation and Scholastic Inc. (each, a "Borrower" and together, the "Borrowers") entered into a $525.0 credit facility with certain banks (the "Loan Agreement"), consisting of a $325.0 revolving credit component (the "Revolving Loan") and a $200.0 amortizing term loan component (the "Term Loan"). The Loan Agreement was amended on August 16, 2010, and again on October 25, 2011. The October 25, 2011 amendment extended the maturity of the Revolving Loan facility to June 1, 2014 from June 1, 2012 and provided for the repayment of the outstanding balance of the Term Loan on October 25, 2011.

The $325.0 Revolving Loan allows the Company to borrow, repay or prepay and reborrow at any time prior to the stated maturity date, and the proceeds may be used for general corporate purposes, including financing for acquisitions and share repurchases. The Loan Agreement also provides for an increase in the aggregate Revolving Loan commitments of the lenders of up to an additional $150.0.

Interest on the Revolving Loan is due and payable in arrears on the last day of the interest period (defined as the period commencing on the date of the advance and ending on the last day of the period selected by the Borrower at the time each advance is made). The interest pricing under the Revolving Loan is dependent upon the Borrower's election of a rate that is either:

- A Base Rate equal to the higher of (i) the prime rate, (ii) the prevailing Federal Funds rate plus 0.500% or (iii) the Eurodollar Rate for a one month interest period plus 1% plus an applicable spread ranging from 0.18% to 0.60%, as determined by the Company's prevailing consolidated debt to total capital ratio.

  - Or -

- A Eurodollar Rate equal to the London interbank offered rate (LIBOR) plus an applicable spread ranging from 1.18% to 1.60%, as determined by the Company's prevailing consolidated debt to total capital ratio.

As of November 30, 2012, the indicated spread on Base Rate Advances was 0.18% and the indicated spread on Eurodollar Rate Advances was 1.18%, both based on the Company's prevailing consolidated debt to total capital ratio. There were no Revolving Loan Advances outstanding on November 30, 2012.

The Loan Agreement also provides for the payment of a facility fee ranging from 0.20% to 0.40% per annum based upon the Company's prevailing consolidated debt to total capital ratio. At November 30, 2012, the facility fee rate was 0.20%.

At November 30, 2012, the Company had open standby letters of credit totaling $6.6, including $1.4 under the Loan Agreement.

The Loan Agreement contains certain covenants, including interest coverage and leverage ratio tests and certain limitations on the amount of dividends and other distributions, and at November 30, 2012, the Company was in compliance with these covenants.

See Note 16, "Subsequent Events," for information concerning the December 5, 2012 amendment to the Loan Agreement.

Lines of Credit

As of November 30, 2012, the Company's domestic credit lines available under unsecured money market bid rate credit lines totaled $20.0. There were no outstanding borrowings under these credit lines at November 30, 2012, May 31, 2012 and November 30, 2011. All loans made under these credit lines are at the sole discretion of the lender and at an interest rate and term agreed to at the time each loan is made, but not to exceed 364 days. These credit lines may be renewed, if requested by the Company, at the option of the lender.

As of November 30, 2012, the Company had various local currency credit lines, with maximum available borrowings in amounts equivalent to $32.2, underwritten by banks primarily in the United States, Canada and the United Kingdom. These credit lines are typically available for overdraft borrowings or loans up to 364 days and may be renewed, if requested by the Company, at the sole option of the lender. Borrowings and weighted average interest rates for these lines of credit are presented in the table above.

5% Notes due 2013

In April 2003, Scholastic Corporation issued $175.0 of 5% Notes (the "5% Notes"). The 5% Notes are senior unsecured obligations that mature on April 15, 2013. Interest on the 5% Notes is payable semi-annually on April 15 and October 15 of each year through maturity. The Company may at any time redeem all or a portion of the 5% Notes at a redemption price (plus accrued interest to the date of the redemption) equal to the greater of (i) 100% of the principal amount, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest discounted to the date of redemption.

As noted above under "Loan Agreement," the Company amended the terms of the Revolving Loan to extend the maturity date from June 1, 2012 to June 1, 2014. The Company has the ability to use a portion of this credit facility to fully redeem the 5% Notes due 2013 and intends to draw on this credit facility for this purpose. Accordingly, the balance of the 5% Notes is excluded from current liabilities and classified as long-term debt on the Company's condensed consolidated balance sheets at November 30, 2012 and May 31, 2012.

5. Commitments and Contingencies

Various claims and lawsuits arising in the normal course of business are pending against the Company. The Company accrues a liability for such matters when it is probable that a liability has occurred and the amount of such liability can be reasonably estimated. When only a range can be estimated, the most probable amount in the range is accrued unless no amount within the range is a better estimate than any other amount, in which case the minimum amount in the range is accrued. Legal costs associated with litigation loss contingencies are expensed in the period in which they are incurred. The Company does not expect, in the case of those various claims and lawsuits arising in the normal course of business where a loss is considered probable or reasonably possible, that the reasonably possible losses from such claims and lawsuits (either individually or in the aggregate) would have a material adverse effect on the Company's consolidated financial position or results of operations.

Grolier Limited is an indirect subsidiary of Scholastic Corporation, located in the United Kingdom, which ceased operations in fiscal 2008 and the operations of which are included in discontinued operations. The Company is currently in the process of settling a Grolier Limited pension plan in effect at the time it ceased operations and is evaluating the potential pension liabilities under the plan relating to the status of the plan as a defined contribution or a defined benefit plan in the context of the conversion of the plan from a defined benefit to a defined contribution plan in 1986. The Company is not in a position to estimate a range of the reasonably possible liability at this time.

6. Earnings (Loss) Per Share

The following table summarizes the reconciliation of the numerators and denominators for the basic and diluted earnings (loss) per share computation for the three and six-month periods ended November 30, 2012 and 2011, respectively:

	Three months ended November 30,		**Six months ended November 30,**	
	2012	**2011**	**2012**	**2011**
Earnings (loss) from continuing operations attributable to Class A and Common Shares	**$ 61.7**	**$ 82.9**	**$ 29.8**	**$ 57.9**
Earnings (loss) from discontinued operations attributable to Class A and Common Shares, net of tax	(0.1)	(0.5)	(0.2)	(2.5)
Net income (loss) attributable to Class A and Common Shares	$ 61.6	$ 82.4	$ 29.6	$ 55.4
Weighted average Shares of Class A Stock and Common Stock outstanding for basic earnings (loss) per share (in millions)	31.9	31.2	31.7	31.1
Dilutive effect of Class A Stock and Common Stock potentially issuable pursuant to stock-based compensation plans (in millions)	0.8	0.5	0.7	0.5
Adjusted weighted average Shares of Class A Stock and Common Stock outstanding for diluted earnings (loss) per share (in millions)	32.7	31.7	32.4	31.6
Earnings (loss) per share of Class A Stock and Common Stock:				
Basic earnings (loss) per share:				
Earnings (loss) from continuing operations	**$ 1.93**	**$ 2.66**	**$ 0.94**	**$ 1.86**
Earnings (loss) from discontinued operations, net of tax	**$ 0.00**	**$ (0.02)**	**$ (0.01)**	**$ (0.08)**
Net income (loss)	**$ 1.93**	**$ 2.64**	**$ 0.93**	**$ 1.78**
Diluted earnings (loss) per share:				
Earnings (loss) from continuing operations	**$ 1.89**	**$ 2.62**	**$ 0.92**	**$ 1.83**
Earnings (loss) from discontinued operations, net of tax	**$ 0.00**	**$ (0.02)**	**$ (0.01)**	**$ (0.08)**
Net income (loss)	**$ 1.89**	**$ 2.60**	**$ 0.91**	**$ 1.75**

(Dollar amounts in millions, except per share data)

In periods of Net loss, dilutive earnings per share are not reported as the effect of the potentially dilutive shares becomes anti-dilutive.

In a period in which the Company reports a discontinued operation, Earnings (loss) from continuing operations is used as the “control number” in determining whether potentially dilutive common shares are dilutive or anti-dilutive.

A portion of the Company’s restricted stock units (“RSUs”) which are granted to employees participate in earnings through cumulative non-forfeitable dividends payable to the employees upon vesting of the RSUs. Accordingly, the Company measures earnings per share based upon the two-class method.

Earnings from continuing operations exclude earnings of $0.2 and $0.1 for the three and six months ended November 30, 2012, respectively, and $0.4 and $0.3 for the three and six months ended November 30, 2011, respectively, for earnings attributable to participating RSUs.

Potentially dilutive shares outstanding pursuant to compensation plans that were not included in the diluted earnings per share calculation because they were anti-dilutive were 1.6 million and 4.8 million for the three months ended November 30, 2012 and 2011, respectively, and 1.7 million and 4.6 million for the six months ended November 30, 2012 and 2011, respectively. Options outstanding pursuant to compensation plans were 4.3 million and 5.8 million as of November 30, 2012 and 2011, respectively.

As of November 30, 2012, $30.9 remains available for future purchases of common shares under the current repurchase authorization of the Board of Directors. See Note 12, “Treasury Stock,” for a more complete description of the Company’s share buy-back program.

7. Goodwill and Other Intangibles

Goodwill and other intangible assets with indefinite lives are reviewed annually for impairment or more frequently if impairment indicators arise.

The following table summarizes the activity in Goodwill for the periods indicated:

	Six months ended November 30, 2012	Twelve months ended May 31, 2012	Six months ended November 30, 2011
Gross beginning balance	$ 178.5	$ 175.0	$ 175.0
Accumulated impairment	(20.8)	(20.8)	(20.8)
Beginning balance	$ 157.7	$ 154.2	$ 154.2
Additions due to acquisition	—	2.7	—
Foreign currency translation	0.1	0.0	0.0
Other	—	0.8	0.9
Gross ending balance	$ 178.6	$ 178.5	$ 175.9
Accumulated impairment	(20.8)	(20.8)	(20.8)
Ending balance	**$ 157.8**	**$ 157.7**	**$ 155.1**

On February 8, 2012, the Company acquired the business and certain assets of Weekly Reader, a publisher of weekly educational classroom magazines designed for children in grades Pre-K–12, for $2.0 in cash and $4.8 in assumed liabilities, which have been fulfilled by the Company. The Company utilized Level 3 fair value measurement inputs including internally-developed discounted cash flow forecasts and market comparisons of royalty rates to determine the fair value of the assets acquired and the amount to be allocated to goodwill. As a result, the Company recognized $1.4 of goodwill and $5.4 of intangible assets. The results of operations of this business subsequent to the acquisition date are included in the *Classroom and Supplemental Materials Publishing* segment.

(Dollar amounts in millions, except per share data)

On January 3, 2012, the Company acquired Learners Publishing, a Singapore-based publisher of supplemental learning materials for English-Language Learners, for $2.8, net of cash acquired. The Company utilized Level 3 fair value measurement inputs, using its own assumptions, including internally-developed discounted cash flow forecasts, to determine the fair value of the assets acquired and the amount of goodwill to be allocated to the Learners Publishing business. As a result of this transaction, the Company recorded $1.3 of goodwill. The results of operations of this business subsequent to the acquisition date are included in the *International* segment.

The Company assesses goodwill annually or more frequently if impairment indicators are such that the goodwill is more likely than not impaired. In the current fiscal period, there are no indicators that the goodwill is more likely than not impaired. The Company continues to monitor these indicators in light of reduced earnings, changes in market conditions, near and long-term demand for the Company's products and other relevant factors.

The following table summarizes the activity in Total other intangibles subject to amortization for the periods indicated:

	Six months ended November 30, 2012	Twelve months ended May 31, 2012	Six months ended November 30, 2011
Beginning balance - customer lists	$ 4.3	$ 0.7	$ 0.7
Additions due to acquisition	0.1	3.8	—
Amortization expense	(0.5)	(0.2)	(0.1)
Foreign currency translation	0.0	0.0	0.0
Customer lists, net of accumulated amortization of $1.8, $1.3 and $1.2, respectively	$ 3.9	$ 4.3	$ 0.6
Beginning balance - other	$ 10.4	$ 17.3	$ 17.3
Impairment charge	—	(5.4)	—
Amortization expense	(0.8)	(1.4)	(0.8)
Other	0.1	(0.1)	—
Other intangibles, net of accumulated amortization of $11.3, $10.5 and $5.0, respectively	$ 9.7	$ 10.4	$ 16.5
Total other intangibles subject to amortization	**$ 13.6**	**$ 14.7**	**$ 17.1**

Amortization expense for Total other intangibles was $1.3 and $0.9 for the six months ended November 30, 2012 and 2011, respectively. Intangible assets with definite lives consist principally of customer lists, covenants not to compete and publishing and trademark rights. Intangible assets with definite lives are amortized over their estimated useful lives. The weighted-average remaining useful lives of all amortizable intangible assets is 8 years.

In fiscal 2012, due to declining revenues associated with certain publishing and trademark rights in the *Children's Book Publishing and Distribution* segment, the Company determined that the intangible assets associated with these rights were not fully recoverable and recognized an impairment in amortization expense of $4.9 based upon the difference between the carrying value and the fair value of the assets, and reduced the expected useful life of these assets. The Company employed Level 3 fair value measurement techniques to determine the fair value of these assets, including the relief from royalty method.

(Dollar amounts in millions, except per share data)

The following table summarizes Other intangibles not subject to amortization at the dates indicated:

	November 30, 2012	May 31, 2012	November 30, 2011
Net carrying value by major class:			
Trademarks and other	$ 2.0	$ 2.0	$ 1.8
Total	**$ 2.0**	**$ 2.0**	**$ 1.8**

8. Investments

Included in "Other assets and deferred charges" on the Company's condensed consolidated balance sheets were investments of $22.9, $20.6 and $22.5 at November 30, 2012, May 31, 2012 and November 30, 2011, respectively.

The Company owns a non-controlling interest in a book distribution business located in the UK, which is accounted for as a cost-basis investment.

The Company's 26.2% non-controlling interest in a children's book publishing business located in the UK is accounted for using the equity method of accounting.

Income from equity investments totaled $1.5 for the six months ended November 30, 2012 and $1.7 for the six months ended November 30, 2011. The current year results include a $1.3 settlement received in the current fiscal period in respect of a former equity-method investment for product delivered to the investee in prior years.

The following table summarizes the Company's investments as of the dates indicated:

	November 30, 2012	May 31, 2012	November 30, 2011
Cost method investments:			
UK - based	$ 5.6	$ 5.2	$ 5.5
Total cost method investments	$ 5.6	$ 5.2	$ 5.5
Equity method investments:			
UK - based	$ 17.3	$ 15.4	$ 15.7
U.S. - based	—	—	1.3
Total equity method investments	$ 17.3	$ 15.4	$ 17.0
Total	**$ 22.9**	**$ 20.6**	**$ 22.5**

(Dollar amounts in millions, except per share data)

9. Employee Benefit Plans

The following tables set forth components of the net periodic benefit costs for the periods indicated under the Company's cash balance retirement plan for its United States employees meeting certain eligibility requirements (the "U.S. Pension Plan") and the defined benefit pension plan of Scholastic Ltd., an indirect subsidiary of Scholastic Corporation located in the United Kingdom (the "UK Pension Plan" and, together with the U.S. Pension Plan, the "Pension Plans"). Also included are the post-retirement benefits, consisting of certain healthcare and life insurance benefits, provided by the Company to its eligible retired United States-based employees (the "Post-Retirement Benefits"). The Pension Plans and Post-Retirement Benefits include participants associated with both continuing operations and discontinued operations.

	Pension Plans Three months ended November 30,		Post-Retirement Benefits Three months ended November 30,	
	2012	2011	2012	2011
Components of net periodic benefit (credit) cost:				
Service cost	$ 0.0	$ 0.0	$ 0.0	$ 0.0
Interest cost	1.7	2.1	0.4	0.5
Expected return on assets	(2.6)	(2.7)	—	—
Net amortization of prior service credit	—	—	(0.1)	(0.2)
Amortization of (gain) loss	0.5	0.3	0.9	1.0
Net periodic benefit (credit) cost	**$ (0.4)**	**$ (0.3)**	**$ 1.2**	**$ 1.3**

	Pension Plans Six months ended November 30,		Post-Retirement Benefits Six months ended November 30,	
	2012	2011	2012	2011
Components of net periodic benefit (credit) cost:				
Service cost	$ 0.0	$ 0.0	$ 0.0	$ 0.0
Interest cost	3.5	4.2	0.8	0.9
Expected return on assets	(5.3)	(5.4)	—	—
Net amortization of prior service credit	—	—	(0.2)	(0.3)
Amortization of (gain) loss	1.1	0.7	1.9	2.1
Net periodic benefit (credit) cost	**$ (0.7)**	**$ (0.5)**	**$ 2.5**	**$ 2.7**

The Company's funding practice with respect to the Pension Plans is to contribute on an annual basis at least the minimum amounts required by applicable laws. For the six months ended November 30, 2012, the Company contributed $5.1 to the U.S. Pension Plan and $0.6 to the UK Pension Plan.

The Company expects, based on actuarial calculations, to contribute cash of approximately $10.6 to the Pension Plans for the fiscal year ending May 31, 2013.

10. Stock-Based Compensation

The following table summarizes stock-based compensation expense included in Selling, general and administrative expenses for the periods indicated:

	Three months ended November 30,		Six months ended November 30,	
	2012	2011	2012	2011
Stock option expense	$ 0.6	$ 3.4	$ 1.6	$ 4.8
Restricted stock unit expense	0.8	2.0	1.8	2.6
Management stock purchase plan	0.6	0.2	0.6	0.2
Employee stock purchase plan	0.1	0.1	0.2	0.2
Total stock-based compensation expense	**$ 2.1**	**$ 5.7**	**$ 4.2**	**$ 7.8**

(Dollar amounts in millions, except per share data)

11. Severance and Exit Costs

Severance expense incurred by the Company was $2.1 during the six months ended November 30, 2012, $14.9 during the twelve months ended May 31, 2012 and $8.3 during the six months ended November 30, 2011. Accrued severance of $1.9, $2.7 and $2.4 as of November 30, 2012, May 31, 2012 and November 30, 2011, respectively, is included in "Other accrued expenses" on the Company's condensed consolidated balance sheets. The table below provides information regarding the severance expense reported in the Company's condensed consolidated statements of operations.

	Six months ended November 30, 2012	Twelve months ended May 31, 2012	Six months ended November 30, 2011
Beginning balance	$ 2.7	$ 1.9	$ 1.9
Accruals	2.1	14.9	8.3
Payments	(2.9)	(14.1)	(7.8)
Ending balance	**$ 1.9**	**$ 2.7**	**$ 2.4**

12. Treasury Stock

The Board of Directors has authorized the Company to repurchase Common Stock, from time to time as conditions allow, on the open market or through negotiated private transactions. The table below represents the remaining Board authorization:

Board Authorization	Amount
September 2010	$ 44.0
Less repurchases made from November 2011 through November 2012	(13.1)
Remaining Board authorization at November 30, 2012	$ 30.9

The Company's repurchase program may be suspended at any time without prior notice.

13. Fair Value Measurements

The Company determines the appropriate level in the fair value hierarchy for each fair value measurement of assets and liabilities carried at fair value on a recurring basis in the Company's financial statements. The fair value hierarchy prioritizes the inputs, which refer to assumptions that market participants would use in pricing an asset or liability, based upon the highest and best use, into three levels as follows:

- **Level 1** Unadjusted quoted prices in active markets for identical assets or liabilities at the measurement date.
- **Level 2** Observable inputs other than unadjusted quoted prices in active markets for identical assets or liabilities such as
  - Quoted prices for similar assets or liabilities in active markets
  - Quoted prices for identical or similar assets or liabilities in inactive markets
  - Inputs other than quoted prices that are observable for the asset or liability
  - Inputs that are derived principally from or corroborated by observable market data by correlation or other means
- **Level 3** Unobservable inputs in which there is little or no market data available, which are significant to the fair value measurement and require the Company to develop its own assumptions.

The Company's financial assets and liabilities measured at fair value consisted of cash and cash equivalents, debt and foreign currency forward contracts. Cash and cash equivalents are comprised of bank deposits and short-term investments, such as money market funds, the fair value of which is based on quoted market prices, a Level 1 fair value measure. The Company employs Level 2 fair value measurements for the disclosure of the fair value of its 5% Notes and its various lines of credit. See Note 4, "Debt," for a more complete description of fair value measurements employed. The fair values of foreign currency forward contracts, used by the Company to manage the impact of foreign exchange rate changes to the financial statements, are based on quotations from financial institutions, a Level 2 fair value measure. See Note 15, "Derivatives and Hedging," for a more complete description of fair value measurements employed.

Non-financial assets and liabilities for which the Company employs fair value measures on a non-recurring basis include:

- Long-lived assets
- Investments
- Assets acquired in a business combination
- Goodwill and indefinite-lived intangible assets
- Long-lived assets held for sale

14. Income Taxes and Other Taxes

Income Taxes

In calculating the provision for income taxes on an interim basis, the Company uses an estimate of the annual effective tax rate based upon the facts and circumstances known and applies that rate to its year-to-date earnings or losses. The Company's effective tax rate is based on expected income and statutory tax rates and takes into consideration permanent differences between financial statement and tax return income applicable to the Company in the various jurisdictions in which the Company operates. The effect of discrete items, such as changes in estimates, changes in enacted tax laws or rates or tax status, and unusual or infrequently occurring events, is recognized in the interim period in which the discrete item occurs. The accounting estimates used to compute the provision for income taxes may change as new events occur, additional information is obtained or as the result of new judicial interpretations or regulatory or tax law changes.

(Dollar amounts in millions, except per share data)

The Corporation, including its domestic subsidiaries, files a consolidated U.S. income tax return, and also files tax returns in various states and other local jurisdictions. Also, certain subsidiaries of the Corporation file income tax returns in foreign jurisdictions. The Company is routinely audited by various tax authorities. The Company is currently under audit by the Internal Revenue Service for fiscal years ended May 31, 2007, 2008 and 2009. The Company is currently under audit by New York State for fiscal years ended May 31, 2006, 2007 and 2008 and by New York City for fiscal years ended May 31, 2005, 2006 and 2007. If any of these tax examinations are concluded within the next twelve months, the Company will make any necessary adjustments to its unrecognized tax benefits.

The Company's annual effective tax rate for the fiscal year ending May 31, 2013 is currently expected to be approximately 40%.

Non-income Taxes

The Company is subject to tax examinations for sales-based taxes. A number of these examinations are ongoing and, in certain cases, have resulted in assessments from taxing authorities. Where a liability associated with these examinations and assessments is probable and can be reliably estimated, the Company has made accruals for these matters which are reflected in the Company's condensed consolidated financial statements.

15. Derivatives and Hedging

The Company enters into foreign currency derivative contracts to economically hedge the exposure to foreign currency fluctuations associated with the forecasted purchase of inventory and the foreign exchange risk associated with certain receivables denominated in foreign currencies. These derivative contracts are economic hedges and are not designated as cash flow hedges. The Company marks-to-market these instruments and records the changes in the fair value of these items in current earnings, and it recognizes the unrealized gain or loss in other current assets or liabilities. Unrealized gains of $0.1 and $0.8 were recognized at November 30, 2012 and 2011, respectively.

16. Other Accrued Expenses

Other accrued expenses consist of the following as of the dates indicated:

	November 30, 2012	May 31, 2012	November 30, 2011
Accrued payroll, payroll taxes and benefits	$ 45.7	$ 48.1	$ 45.2
Accrued bonus and commissions	16.5	57.3	21.9
Accrued other taxes	36.6	42.8	24.0
Accrued advertising and promotions	41.1	36.1	35.5
Accrued income taxes	11.3	10.2	28.2
Accrued insurance	8.7	8.4	8.5
Other accrued expenses	35.3	30.6	41.8
Total accrued expenses	$ 195.2	$ 233.5	$ 205.1

17. Subsequent Events

On December 19, 2012, the Company announced that the Board of Directors declared a cash dividend of $0.125 per Class A and Common share in respect of the third quarter of fiscal 2013. The dividend is payable on March 15, 2013 to stockholders of record on January 31, 2013.

Effective December 5, 2012, Scholastic Corporation and Scholastic Inc. (each, a "Borrower" and together, the "Borrowers") entered into an amendment to the Loan Agreement, dated June 1, 2007. The amendment (i) increased the Revolving Loan commitments from $325.0 to $425.0 (with the continued ability to increase that amount by up to an additional $150.0), (ii) extended the maturity of the $425.0 Revolving Loan until December 5, 2017 from June 1, 2014, (iii) amended a covenant in the Loan Agreement to permit certain sales, transfers and dispositions of assets by either Borrower or any subsidiary to any other Borrower or subsidiary and (iv) amended a covenant in the Loan Agreement to permit transactions between or among the Company and its wholly-owned subsidiaries not involving any other affiliates.

Overview and Outlook

Revenues for the quarter ended November 30, 2012 decreased by $69.1 million, or 10.1%, to $616.2 million, compared to $685.3 million in the prior fiscal year quarter. Net income for the quarter ended November 30, 2012 was $61.8 million, compared to $82.8 million in the prior fiscal year period. Consolidated earnings per diluted share were $1.89, compared to $2.60 per diluted share in the prior year period.

The results for the quarter ended November 30, 2012 primarily reflect lower sales of higher margin educational technology products, which were affected by lower spending by school districts in the quarter, lower than anticipated sales of The Hunger Games trilogy and lower revenue in Children's Book Clubs, as well as increased investments in ecommerce and ebook initiatives compared to the prior year period.

The Company is implementing cost savings initiatives to offset pressures on operating income. With these cost savings actions, strong cash position and recently amended long-term credit agreement, the Company believes it has ample flexibility to continue investments in technology-based learning products, ebooks and ecommerce, as well as the continued expansion of publishing and product development in southeast Asia.

As previously announced, for fiscal 2013 the Company now expects total revenue of approximately $1.8 billion to $1.9 billion and earnings per diluted share from continuing operations in the range of $1.40 to $1.60, before the impact of one-time items associated with cost reduction programs and non-cash, non-operating items.

Results of Continuing Operations and Discontinued Operations

Revenues for the quarter ended November 30, 2012 decreased by $69.1 million, or 10.1%, to $616.2 million, compared to $685.3 million in the prior fiscal year quarter. This was due to lower revenues in the *Children's Book Publishing and Distribution* segment, the *Educational Technology and Services* segment, the *Media, Licensing and Advertising* segment, the *Classroom and Supplemental Materials* segment and the *International* segment of $42.9 million, $13.2 million, $7.1 million, $5.5 million and $0.4 million, respectively. Revenues for the six months ended November 30, 2012 decreased by $93.5 million, or 9.3%, to $909.8 million, compared to $1,003.3 million in the prior year fiscal period, primarily due to lower revenues in the *Children's Book Publishing and Distribution* segment, the *Educational Technology and Services* segment, the *Classroom and Supplemental Materials* segment and the *Media, Licensing and Advertising* segment of $49.3 million, $29.8 million, $13.3 million and $3.2 million, respectively. This was partially offset by increased revenues in the *International* segment of $2.1 million.

Cost of goods sold as a percentage of revenue for the quarter ended November 30, 2012 increased to 42.7%, compared to 41.7% in the prior fiscal year quarter. Cost of goods sold as a percentage of revenue for the six months ended November 30, 2012 increased to 45.6%, compared to 44.5% in the prior fiscal year period. The percentage increases in both periods were related to certain fixed costs over a lower revenue base and, to a lesser extent, unfavorable product mix.

Components of Cost of goods sold for the three and six months ended November 30, 2012 and 2011 are as follows:

	Three months ended November 30, 2012	Three months ended November 30, 2011	Six months ended November 30, 2012	Six months ended November 30, 2011
Product, service and production costs	$ 154.7	$ 168.2	$ 227.3	$ 247.7
Royalty costs	28.2	34.2	51.4	57.1
Prepublication and production amortization	12.3	12.6	23.9	24.4
Postage, freight, shipping, fulfillment and all other costs	68.2	70.7	111.9	116.9
Total	$ 263.4	$ 285.7	$ 414.5	$ 446.1

Selling, general and administrative expenses decreased by $2.7 million to $235.2 million in the quarter, compared to $237.9 million in the prior fiscal year quarter. Selling, general and administrative expenses for the six months ended November 30, 2012 decreased by $4.5 million to $409.1 million, compared to $413.6 million in the prior fiscal year period. The decreases in both periods were primarily related to lower employee-related expenses, partially offset by increased promotional spending in the *Children's Book Publishing and Distribution* segment.

In the prior fiscal year period, the Company recognized a loss on leases of $6.2 million for certain leased properties in lower Manhattan. The fair value of the net rents to be received under sublease arrangements is less than the Company's lease commitments for these properties over the remaining term of the leases and, accordingly, the Company recognized this loss in the three and six months ended November 30, 2011.

Net interest expense decreased to $3.7 million in the quarter ended November 30, 2012, compared to $3.9 million in the prior fiscal year quarter, related to lower average borrowings. For the six months ended November 30, 2012, net interest expense decreased to $7.4 million, compared to $7.8 million in the prior fiscal year period, also related to lower average borrowings.

The loss from discontinued operations, net of tax, was $0.1 million, or less than $0.01 per share, for the quarter ended November 30, 2012, compared to $0.5 million, or $0.02 per share, in the prior fiscal year quarter. Loss from discontinued operations for the six months ended November 30, 2012 was $0.2 million, or $0.01 per share, compared to $2.5 million, or $0.08 per share, for the prior fiscal period. The decrease in such loss reflects asset impairments recognized in the Company's toy catalog business which was discontinued in the quarter ended August 31, 2011.

Results of Continuing Operations

Children's Book Publishing and Distribution

	Three months ended				Six months ended			
($ amounts in millions)	**November 30, 2012**	**November 30, 2011**	**$ change**	**% change**	**November 30, 2012**	**November 30, 2011**	**$ change**	**% change**
Revenues	$ 350.1	$ 393.0	$ (42.9)	-10.9%	$ 421.2	$ 470.5	$ (49.3)	-10.5%
Operating income (loss)	68.9	108.7	(39.8)	-36.6%	13.7	58.5	(44.8)	-76.6%
Operating margin	**19.7%**	**27.7%**			**3.3%**	**12.4%**		

Revenues in the *Children's Book Publishing and Distribution* segment for the quarter ended November 30, 2012 decreased by $42.9 million, or 10.9%, to $350.1 million, compared to $393.0 million in the prior fiscal year quarter. Revenues for the six months ended November 30, 2012 decreased by $49.3 million, or 10.5%, to $421.2 million, compared to $470.5 million in the prior fiscal year period. These decreases were related to declines in the Company's book clubs business, due to lower revenue per order, as well as school closings after Superstorm Sandy, and lower revenues in the Company's trade business, reflecting lower sales of The Hunger Games trilogy compared to the trilogy's strong results in the comparable prior year periods. This was partially offset by a modest increase in the Company's book fairs business.

Segment operating income for the quarter ended November 30, 2012 decreased by $39.8 million, or 36.6%, to $68.9 million, compared to $108.7 million in the prior fiscal year quarter. Segment operating income for the six months ended November 30, 2012 decreased by $44.8 million, or 76.6%, to $13.7 million, compared to $58.5 million in the prior fiscal year period. The decreases in both periods were principally related to the lower revenues discussed above, as well as increased promotional expenses in the book clubs business and the Company's continued investment in its digital initiatives.

Educational Technology and Services

	Three months ended				Six months ended			
($ amounts in millions)	**November 30, 2012**	**November 30, 2011**	**$ change**	**% change**	**November 30, 2012**	**November 30, 2011**	**$ change**	**% change**
Revenues	$ 52.2	$ 65.4	$ (13.2)	-20.2%	$ 132.2	$ 162.0	$ (29.8)	-18.4%
Operating income (loss)	5.3	14.6	(9.3)	-63.7%	30.1	53.4	(23.3)	-43.6%
Operating margin	**10.2%**	**22.3%**			**22.8%**	**33.0%**		

Revenues in the *Educational Technology and Services* segment for the quarter ended November 30, 2012 decreased by $13.2 million, or 20.2%, to $52.2 million, compared to $65.4 million in the prior year fiscal quarter. Revenues for the six months ended November 30, 2012 decreased by $29.8 million, or 18.4%, to $132.2 million, compared to $162.0 million in the prior fiscal year period. These decreases were primarily related to decreased sales of educational technology products due to lower spending by school districts, as well as a significant sale of adoption product in Texas in the prior year period. In addition, the prior year periods benefited from higher revenues related to the launch of READ180 Next Generation.

Segment operating income for the quarter ended November 30, 2012 decreased by $9.3 million, or 63.7%, to $5.3 million, compared to $14.6 million in the prior year fiscal quarter. Segment operating income for the six months ended November 30, 2012 decreased by $23.3 million, or 43.6%, to $30.1 million, compared to $53.4 million in the prior fiscal year period. The decreases in both periods were primarily related to the lower revenues from sales of higher margin educational technology products.

Classroom and Supplemental Materials Publishing

	Three months ended				Six months ended			
($ amounts in millions)	**November 30, 2012**	**November 30, 2011**	**$ change**	**% change**	**November 30, 2012**	**November 30, 2011**	**$ change**	**% change**
Revenues	$ 53.2	$ 58.7	$ (5.5)	-9.4%	$ 91.1	$ 104.4	$ (13.3)	-12.7%
Operating income (loss)	7.4	10.3	(2.9)	-28.2%	4.8	12.4	(7.6)	-61.3%
Operating margin	**13.9%**	**17.5%**			**5.3%**	**11.9%**		

Revenues in the *Classroom and Supplemental Materials Publishing* segment for the quarter ended November 30, 2012 decreased by $5.5 million, or 9.4%, to $53.2 million, compared to $58.7 million in the prior fiscal year quarter. Revenues for the six months ended November 30, 2012 decreased by $13.3 million, or 12.7%, to $91.1 million, compared to $104.4 million in the prior fiscal year period. The decreases in both fiscal periods were primarily related to the loss of revenue from significant non-recurring contracts with Reading is Fundamental, which were in place in the prior year period, partially offset by increased revenue in the Company’s classroom magazine business.

Segment operating income for the quarter ended November 30, 2012 decreased by $2.9 million, or 28.2%, to $7.4 million, compared to $10.3 million in the prior fiscal year quarter. Segment operating income for the six months ended November 30, 2012 decreased by $7.6 million, or 61.3%, to $4.8 million, compared to $12.4 million in the prior fiscal year period. The decreases in both fiscal periods were principally related to the revenue decrease noted above.

International

($ amounts in millions)	Three months ended November 30, 2012	Three months ended November 30, 2011	$ change	% change	Six months ended November 30, 2012	Six months ended November 30, 2011	$ change	% change
Revenues	$ 143.7	$ 144.1	$ (0.4)	-0.3%	$ 233.9	$ 231.8	$ 2.1	0.9%
Operating income (loss)	24.7	26.6	(1.9)	-7.1%	27.5	26.5	1.0	3.8%
Operating margin	**17.2%**	**18.5%**			**11.8%**	**11.4%**		

Revenues in the *International* segment for the quarter ended November 30, 2012 decreased by $0.4 million to $143.7 million, compared to $144.1 million in the prior fiscal year quarter, principally due to lower revenues in Canada of $5.7 million, primarily in the book clubs business, partially offset by increased revenues in the UK of $1.2 million, as well as the favorable impact of foreign exchange rates of $1.8 million. Revenues for the six months ended November 30, 2012 increased by $2.1 million to $233.9 million, compared to $231.8 million in the prior fiscal year period. This increase was primarily related to increased revenues in the Company’s UK trade business, partially offset by lower revenues in the Company’s Canadian book clubs business, as well as the negative impact of foreign currency exchange rates.

Segment operating income for the quarter ended November 30, 2012 decreased by $1.9 million, or 7.1%, to $24.7 million, compared to $26.6 million in the prior fiscal year quarter, primarily due to lower results in the Company’s Canadian business, as well as the negative impact of foreign currency exchange rates, partially offset by improved results in the Company’s UK business. Segment operating income for the six months ended November 30, 2012 increased by $1.0 million, or 3.8%, to $27.5 million, compared to $26.5 million in the prior fiscal year period. This increase was related to the higher revenues in the UK, partially offset by the negative effect of foreign currency exchange rates.

Media, Licensing and Advertising

($ amounts in millions)	Three months ended November 30, 2012	November 30, 2011	$ change	% change	Six months ended November 30, 2012	November 30, 2011	$ change	% change
Revenues	$ 17.0	$ 24.1	$ (7.1)	-29.5%	$ 31.4	$ 34.6	$ (3.2)	-9.2%
Operating income (loss)	1.4	2.5	(1.1)	-44.0%	1.4	(2.1)	3.5	*
Operating margin	**8.2%**	**10.4%**			**4.5%**	*****		

* Not meaningful

Revenues in the *Media, Licensing and Advertising* segment for the quarter ended November 30, 2012 decreased by $7.1 million, or 29.5%, to $17.0 million, compared to $24.1 million in the prior fiscal year quarter. The decrease in revenues was primarily due to lower advertising revenues and reduced production revenues, as well as lower sales of console products. Revenues for the six months ended November 30, 2012 decreased by $3.2 million, or 9.2%, to $31.4 million, compared to $34.6 million in the prior fiscal year period. This decrease was primarily related to the planned reduction in custom publishing and reduced production revenues, partially offset by increased revenue from sales of audio books.

Segment operating income for the quarter ended November 30, 2012 decreased by $1.1 million, or 44.0%, to $1.4 million, compared to $2.5 million in the prior fiscal year quarter. The decrease was primarily related to the lower revenues noted above, partially offset by $1.3 million of settlement income. Segment operating income for the six months ended November 30, 2012 was $1.4 million, compared to an operating loss of $2.1 million in the prior fiscal year period. The improvement is related to the higher audio book revenues noted above, as well as the $1.3 million settlement income noted above.

Overhead

Corporate overhead for the quarter ended November 30, 2012 decreased by $15.9 million to $6.8 million, compared to $22.7 million in the prior fiscal year quarter, primarily related to lower employee-related expenses. Corporate overhead for the six months ended November 30, 2012 decreased by $17.8 million to $24.1 million, compared to $41.9 million in the prior fiscal year period, primarily related to lower employee-related costs, partially offset by increased consulting costs.

Seasonality

The Company’s school-based book clubs, school-based book fairs and most of its magazines operate on a school-year basis; therefore, the Company’s business is highly seasonal. As a result, the Company’s revenues in the first and third quarters of the fiscal year generally are lower than its revenues in the other two fiscal quarters. Typically, school-based book club and book fair revenues are greatest in the second and fourth quarters of the fiscal year, while revenues from the sale of instructional materials and educational technology products and services are highest in the first and fourth quarters. The Company generally experiences a loss from operations in the first and third quarters of each fiscal year. Trade sales can vary throughout the year due to varying release dates of published titles.

Liquidity and Capital Resources

The Company's cash and cash equivalents totaled $257.3 million at November 30, 2012, compared to $194.9 million at May 31, 2012 and $114.0 million at November 30, 2011.

Cash provided by operating activities was $127.4 million for the six months ended November 30, 2012, compared to $107.8 million in the prior fiscal year period, representing an increase in cash provided by operating activities of $19.6 million.

Primary drivers of the improvement include:

- $118.0 million increase in net receivable collections largely attributable to fourth quarter 2012 sales performance in the Company's *Children's Book Publishing and Distribution* segment (primarily The Hunger Games trilogy) and increased deferred revenue.
- $76.2 million cash improvement related to favorable accounts payable management, lower inventory purchases and timing of payments.

Partially offset by:

- Lower net income of $26.0 million for the six months ended November 30, 2012 compared to the six months ended November 30, 2011.
- Lower accrued royalty impact of $56.8 million in the current six month fiscal period driven by the current year payout of royalties primarily associated with prior year sales of The Hunger Games trilogy.
- Lower accrued expenses of $94.3 million driven by first quarter employee incentive compensation payments related to the prior fiscal year's results and higher tax payments in the current fiscal year.

Cash used in investing activities was $63.1 million for the six months ended November 30, 2012, compared to $46.2 million in the prior year fiscal year period, representing an increase of $16.9 million. The Company continues to invest in its ongoing digital initiatives.

Cash used in financing activities was $3.4 million for the six months ended November 30, 2012, compared to $51.8 million for the prior fiscal year period, primarily reflecting Term Loan payments in the prior fiscal year period under the Company's Loan Agreement discussed below and lower borrowings under lines of credit, as well as increased dividends, offset partially by an increase in proceeds pursuant to stock based compensation plans.

Due to the seasonal nature of its business as discussed under "Seasonality" above, the Company usually experiences negative cash flows in the June through October time period. As a result of the Company's business cycle, borrowings have historically increased during June, July and August, have generally peaked in September or October, and have been at their lowest point in May.

The Company's operating philosophy is to use cash provided from operating activities to create value by paying down debt, reinvesting in existing businesses and, from time to time, making acquisitions that will complement its portfolio of businesses, as well as engaging in shareholder enhancement initiatives, such as share repurchases or dividend declarations. The Company believes that funds generated by its operations and funds available under its current credit facilities, after the anticipated use of the credit facility to satisfy its repayment obligations in respect of the 5% Notes due in fiscal 2013, will be sufficient to finance its short-and long-term capital requirements.

The Company has maintained, and expects to maintain for the foreseeable future, sufficient liquidity to fund on-going operations, including pension contributions, dividends, currently authorized common share repurchases, debt service, planned capital expenditures and other investments. As of November 30, 2012, the Company's primary sources of liquidity consisted of cash and cash equivalents of $257.3 million, cash from operations and borrowings available under the Revolving Loan (as described under "Financing" below) totaling $325.0 million (which was increased to $425.0 million effective December 5, 2012), less the amount anticipated to be utilized to satisfy the outstanding 5% Notes. The Company may at any time, but in any event not more than once in any calendar year, request that the aggregate availability of credit under the Revolving Loan be increased by an amount of $10.0 million or an integral multiple of $10.0 million (but not to exceed $150.0 million). Accordingly, the Company believes these sources of liquidity are sufficient to finance its on-going operating needs, as well as its financing and investing activities.

The Company's credit rating from Standard & Poor's Rating Services is "BB-" and its credit rating from Moody's Investors Service is "Ba1." Both Moody's Investors Service and Standard and Poor's Rating Services have rated the outlook for the Company as "Stable." The Company is currently compliant with its debt covenants and expects to remain compliant for the foreseeable future. The Company's interest rates for the Loan Agreement are associated with certain leverage ratios, and, accordingly, a change in the Company's credit rating does not result in an increase in interest costs under the Company's Loan Agreement.

Effective December 5, 2012, as discussed below, the Company amended its existing revolving credit facility, which was scheduled to mature on June 1, 2014, to extend the maturity date to December 5, 2017. The Company intends to draw on this credit facility to satisfy its repayment obligations in respect of the 5% Notes due April 2013.

Financing

Loan Agreement

On June 1, 2007, Scholastic Corporation and Scholastic Inc. (each, a "Borrower" and together, the "Borrowers") entered into a $525.0 million credit facility with certain banks (the "Loan Agreement"), consisting of a $325.0 million revolving credit component (the "Revolving Loan") and a $200.0 million amortizing term loan component (the "Term Loan"), with the ability to increase the aggregate Revolving Loan commitments of the lenders by up to an additional $150.0 million. The Loan Agreement was amended on August 16, 2010, on October 25, 2011 and most recently on December 5, 2012. The amendment on October 25, 2011 extended the maturity of the Revolving Loan facility to June 1, 2014 from June 1, 2012 and provided for the repayment of the outstanding balance of the Term Loan on October 25, 2011. The amendment on December 5, 2012 (i) increased the Revolving Loan from $325.0 million to $425.0 million (with the continued ability to increase the aggregate Revolving Loan commitments of the lenders by up to an additional $150.0 million), (ii) extended the maturity of the $425.0 million Revolving Loan to December 5, 2017 from June 1, 2014, (iii) amended a covenant in the Loan Agreement to permit certain sales, transfers and dispositions of assets by either Borrower or any subsidiary to any other Borrower or subsidiary and (iv) amended a covenant in the Loan Agreement to permit transactions between or among the Company and its wholly-owned subsidiaries not involving any other affiliates.

The Revolving Loan allows the Company to borrow, repay or prepay and reborrow at any time prior to the stated maturity date, and the proceeds may be used for general corporate purposes, including financing for acquisitions and share repurchases. Interest on the Revolving Loan is due and payable in arrears on the last day of the interest period (defined as the period commencing on the date of the advance and ending on the last day of the period selected by the Borrower at the time each advance is made). The interest pricing under the Revolving Loan is dependent upon the Borrower's election of a rate that is either:

- A Base Rate equal to the higher of (i) the prime rate, (ii) the prevailing Federal Funds rate plus 0.500% or (iii) the Eurodollar Rate for a one month interest period plus 1% plus an applicable spread ranging from 0.18% to 0.60%, as determined by the Company's prevailing consolidated debt to total capital ratio.

  - or -

- A Eurodollar Rate equal to the London interbank offered rate (LIBOR) plus an applicable spread ranging from 1.18% to 1.60%, as determined by the Company's prevailing consolidated debt to total capital ratio.

As of November 30, 2012, the indicated spread on Base Rate Advances was 0.18% and the indicated spread on Eurodollar Rate Advances was 1.18%, both based on the Company's prevailing consolidated debt to total capital ratio.

The Loan Agreement also provides for the payment of a facility fee ranging from 0.20% to 0.40% per annum based upon the Company's prevailing consolidated debt to total capital ratio. At November 30, 2012, the facility fee rate was 0.20%.

There were no outstanding borrowings under the Revolving Loan as of November 30, 2012.

As of November 30, 2012, standby letters of credit outstanding under the Loan Agreement totaled $1.4 million. The Loan Agreement contains certain covenants, including interest coverage and leverage ratio tests and certain limitations on the amount of dividends and other distributions, and at November 30, 2012, the Company was in compliance with these covenants.

Lines of Credit

The Company has unsecured money market bid rate credit lines totaling $20.0 million. There were no outstanding borrowings under these credit lines at November 30, 2012, May 31, 2012 and November 30, 2011. All loans made under these credit lines are at the sole discretion of the lender and at an interest rate and term agreed to at the time each loan is made, but not to exceed 364 days. These credit lines may be renewed, if requested by the Company, at the option of the lender.

As of November 30, 2012, the Company also had various local currency credit lines, with maximum available borrowings in amounts equivalent to $32.2 million, underwritten by banks primarily in the United States, Canada and the United Kingdom. These credit lines are typically available for overdraft borrowings or loans up to 364 days and may be renewed, if requested by the Company, at the sole option of the lender. There were borrowings outstanding under these international facilities equivalent to $0.7 million at November 30, 2012 at a weighted average interest rate of 4.7%; $6.5 million at May 31, 2012 at a weighted average interest rate of 5.3%; and $5.7 million at November 30, 2011 at a weighted average interest rate of 3.7%.

5% Notes due 2013

In April 2003, Scholastic Corporation issued $175.0 million of 5% Notes (the "5% Notes"). The 5% Notes are senior unsecured obligations that mature on April 15, 2013. Interest on the 5% Notes is payable semi-annually on April 15 and October 15 of each year through maturity. The Company may at any time redeem all or a portion of the 5% Notes at a redemption price (plus accrued interest to the date of the redemption) equal to the greater of (i) 100% of the principal amount, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest discounted to the date of redemption. The Company did not make any repurchases of the 5% Notes during the six-month period ended November 30, 2012.

As discussed above, the Company amended its existing revolving credit facility, which was scheduled to mature on June 1, 2014, to extend the maturity date to December 5, 2017. The Company has the ability to use a portion of this credit facility to fully redeem the 5% Notes due April 2013 and intends to draw on this credit facility for this purpose. Accordingly, the balance of the Notes is excluded from current liabilities and classified as Long-term debt on the Company's condensed consolidated balance sheets at November 30, 2012 and May 31, 2012.

At November 30, 2012, the Company had open standby letters of credit totaling $6.6 million issued under certain credit lines, including the $1.4 million under the Loan Agreement discussed above. These letters of credit are scheduled to expire within one year; however, the Company expects that substantially all of these letters of credit will be renewed, at similar terms, prior to expiration.

The Company's total debt obligations were $153.6 million at November 30, 2012, $159.3 million at May 31, 2012 and $158.4 million at November 30, 2011.

For a more complete description of the Company's debt obligations, see Note 4 of Notes to condensed consolidated financial statements – unaudited in Item 1, "Financial Statements."

New Accounting Pronouncements

Reference is made to Note 1 of Notes to condensed consolidated financial statements in Item 1, “Financial Statements,” for information concerning recent accounting pronouncements since the filing of the Company’s Annual Report.

Forward Looking Statements

This Quarterly Report on Form 10-Q contains forward-looking statements. Additional written and oral forward-looking statements may be made by the Company from time to time in Securities and Exchange Commission ("SEC") filings and otherwise. The Company cautions readers that results or expectations expressed by forward-looking statements, including, without limitation, those relating to the Company's future business prospects, plans, ecommerce and digital initiatives, new product introductions, strategies, goals, revenues, improved efficiencies, general costs, manufacturing costs, medical costs, pension estimates, merit pay, operating margins, working capital, liquidity, capital needs, financing intentions, interest costs, cash flows and income, are subject to risks and uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements, due to factors including those noted in the Annual Report and other risks and factors identified from time to time in the Company's filings with the SEC.

The Company disclaims any intention or obligation to update or revise forward-looking statements, whether as a result of new information, future events or otherwise.

The Company conducts its business in various foreign countries, and as such, its cash flows and earnings are subject to fluctuations from changes in foreign currency exchange rates. Additionally, the Company sells products from its domestic operations to its foreign subsidiaries, creating additional currency risk. The Company manages its exposures to this market risk through internally established procedures and, when deemed appropriate, through the use of short-term forward exchange contracts. As of November 30, 2012, the use of short-term forward exchange contracts was not significant. The Company does not enter into derivative transactions or use other financial instruments for trading or speculative purposes.

Market risks relating to the Company's operations result primarily from changes in interest rates, which are managed through the mix of variable-rate versus fixed-rate borrowings. Additionally, financial instruments, including swap agreements, have been used to manage interest rate exposures. Less than 1% of the Company's debt at November 30, 2012 bore interest at a variable rate and was sensitive to changes in interest rates, compared to approximately 4% at May 31, 2012 and November 30, 2011. The Company is subject to the risk that market interest rates and its cost of borrowing will increase and thereby increase the interest charged under its variable-rate debt.

Additional information relating to the Company's outstanding financial instruments is included in Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

The following table sets forth information about the Company's debt instruments as of November 30, 2012 (see Note 4 of Notes to condensed consolidated financial statements - unaudited in Item 1, "Financial Statements"):

(*$ amounts in millions*) **Payments Due By Period**

	2013 (1)	2014	2015	2016	2017	Thereafter	Total	Fair Value @ 11/30/12
Debt Obligations								
Lines of Credit	$ 0.7	$ —	$ —	$ —	$ —	$ —	$ 0.7	$ 0.7
Average interest rate	4.7%							
Long-term debt including current								
Fixed-rate debt	$ —	$ —	$ —	$ —	$ 153.0(2)	$ —	$ 153.0	$ 155.1
Average interest rate	—	—	—	—	various(3)	—		

(1) Fiscal 2013 includes the remaining six months of the current fiscal year, ending May 31, 2013.

(2) Effective December 5, 2012, the Company amended its existing revolving credit facility, which was scheduled to mature on June 1, 2014, to extend the maturity date to December 5, 2017. The Company intends to draw on this credit facility to satisfy its repayment obligations in respect of the 5% Notes due April 2013.

(3) The average interest rate is variable and is anticipated to be that of the Company's revolving credit facility as discussed under "Financing" in Item 2, "Management's Discussion and Analysis of Financial Condition and Results of Operations."

Item 4. Controls and Procedures

The Chief Executive Officer and the Chief Financial Officer of the Corporation, after conducting an evaluation, together with other members of the Company's management, of the effectiveness of the design and operation of the Corporation's disclosure controls and procedures as of November 30, 2012, have concluded that the Corporation's disclosure controls and procedures were effective to ensure that information required to be disclosed by the Corporation in its reports filed or submitted under the Securities Exchange Act of 1934 is recorded, processed, summarized, and reported within the time periods specified in the rules and forms of the SEC and accumulated and communicated to members of the Company's management, including the Chief Executive Officer and Chief Financial Officer, to allow timely decisions regarding required disclosure. There was no change in the Corporation's internal control over financial reporting that occurred during the quarter ended November 30, 2012 that has materially affected, or is reasonably likely to materially affect, the Corporation's internal control over financial reporting.

PART II – OTHER INFORMATION

SCHOLASTIC CORPORATION
Item 2. Unregistered Sales of Equity Securities and Use of Proceeds

The following table provides information with respect to repurchases of shares of Common Stock by the Corporation during the three months ended November 30, 2012:

Issuer Purchases of Equity Securities

(Dollars in millions, except per share amounts)

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Maximum number of shares (or approximate dollar value) that may yet be purchased under the plans or programs (i)
September 1, 2012 through September 30, 2012	—	$ —	—	$ 31.4
October 1, 2012 through October 31, 2012	—	$ —	—	$ 31.4
November 1, 2012 through November 30, 2012	19,898	$ 27.42	19,898	$ 30.9
Total	19,898	$ 27.42	19,898	—

(i) Represents the remaining amount under the $20 million Common share repurchase program announced on December 16, 2009 and the further $200 million Board authorization for Common share repurchases announced in connection with the modified Dutch auction tender offer commenced by the Company on September 28, 2010 and completed in November 2010. Approximately $156 million was used for repurchases in such tender offer, leaving, after subsequent additional open market repurchases of $13.1 million, $31.4 million at September 1, 2012 for further repurchases, from time to time as conditions allow, on the open market or through negotiated private transactions, under the current Board authorizations.

Exhibits:

*10.1	Amended and Restated Scholastic Corporation 2007 Outside Directors Stock Incentive Plan.
*10.2	Form of Non-Qualified Stock Option Agreement under the Amended and Restated Scholastic Corporation 2007 Outside Directors Stock Incentive Plan.
*10.3	Form of Restricted Stock Unit Agreement under the Amended and Restated Scholastic Corporation 2007 Outside Directors Stock Incentive Plan.
31.1	Certification of the Chief Executive Officer of Scholastic Corporation filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
31.2	Certification of the Chief Financial Officer of Scholastic Corporation filed pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.
32	Certifications of the Chief Executive Officer and Chief Financial Officer of Scholastic Corporation furnished pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Schema Document
101.CAL	XBRL Taxonomy Extension Calculation Document
101.DEF	XBRL Taxonomy Extension Definitions Document
101.LAB	XBRL Taxonomy Extension Labels Document
101.PRE	XBRL Taxonomy Extension Presentation Document

* Referenced exhibit is a management contract or compensation plan or arrangement described in Item 601(b)(10)(iii) of Regulation S-K.

SCHOLASTIC CORPORATION
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 thereunto duly authorized.

		SCHOLASTIC CORPORATION (Registrant)
Date: January 2, 2013	By:	/s/ Richard Robinson
		Richard Robinson *Chairman of the Board,* *President and Chief* *Executive Officer*
Date: January 2, 2013	By:	/s/ Maureen O'Connell
		Maureen O'Connell *Executive Vice President,* *Chief Administrative Officer* *and Chief Financial Officer* *(Principal Financial Officer)*

Exhibits Index

Exhibit Number	Description of Document
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101.CAL	XBRL Taxonomy Extension Calculation Document **
101.DEF	XBRL Taxonomy Extension Definitions Document **
101.LAB	XBRL Taxonomy Extension Labels Document **
101.PRE	XBRL Taxonomy Extension Presentation Document **

* Referenced exhibit is a management contract or compensation plan or arrangement described in Item 601(b)(10)(iii) of Regulation S-K.

** In accordance with Regulation S-T, the XBRL-related information in Exhibit 101 to this Quarterly Report on Form 10-Q shall be deemed to be “furnished” and not “filed.”

SCHOLASTIC CORPORATION 2007 OUTSIDE DIRECTORS STOCK INCENTIVE PLAN

Amended and Restated Effective July 18, 2012

1. Name and General Purpose

The name of this plan is the Scholastic Corporation 2007 Outside Directors Stock Incentive Plan (the “Plan”). The purpose of the Plan is to attract and retain the services, for the benefit of Scholastic Corporation, a Delaware corporation (the “Company”), of experienced and knowledgeable directors who are not employees of the Company (the “Outside Directors”) and to provide an additional incentive for such Outside Directors through ownership of the common stock, par value $.01 per share, of the Company (the “Common Stock”).

2. Grants to Outside Directors

The board of directors of the Company (the “Board”) shall determine the amount and form of compensation to be paid to Outside Directors for serving as a member of the Board. The compensation to be paid in stock options or “Restricted Stock Units” (as hereinafter defined) under the Plan shall be determined by the Board from time to time. For the fiscal year of the Company beginning June 1, 2012, the Board has determined that it will award stock options and Restricted Stock Units to each Outside Director having a combined value, as determined by the Board, of $70,000, with sixty percent (60%) of such award to be awarded as Restricted Stock Units and forty percent (40%) of such award to be awarded as stock options.

Subject to the provisions of Section 13 hereof, each individual (other than any director electing not to participate hereunder) who is, at the conclusion of each annual meeting of the Company’s stockholders occurring after the effective date of the Plan, an incumbent Outside Director, shall automatically be granted, as of each such date (or, if applicable, the next succeeding business day), (i) an option to purchase such number of shares of Common Stock as shall be determined by the Board at an exercise price per share equal to 100% of the Fair Market Value of the Common Stock on such date, and (ii) such number of Restricted Stock Units as shall be determined by the Board.

For purposes of this Section 2, “Fair Market Value” shall mean the average of the high and low selling prices of the Common Stock on the date on which the Common Stock is to be valued hereunder, or, if none, on the last preceding date prior to such date on which such prices were quoted, as reported on the NASDAQ Stock Market, Inc. L.L.C. (“NASDAQ”). All options granted under the Plan shall be non-qualified stock options.

“Restricted Stock Unit” or “RSU” represents an unfunded, unsecured right to receive in the future, if the conditions of an RSU award are met, one share of Common Stock for each RSU awarded. No shares of Common Stock shall be issued to an Outside Director on the date of the RSU grant.

3. Exercise of Options

Subject to the provisions of Section 5 hereof, an option granted hereunder may not be exercised until the earlier of (i) twelve (12) months from the date of grant, and (ii) the date of the Annual Meeting of Stockholders next following the date of grant.

Except as provided in Section 5 below or an applicable award agreement, an option may be exercised, in whole or in part, at any time and from time to time during the period beginning with the earlier of (i) twelve (12) months from the date of grant, and (ii) the date of the Annual Meeting of Stockholders next following the date of grant and ending on the option expiration date, by following the procedures established by the Company and its designated record keeper at the time of exercise specifying the number of shares of Common Stock to be purchased upon any such exercise.

No shares of Common Stock shall be issued until full payment therefor has been made as provided in the applicable award agreement. An Outside Director shall have no rights as a stockholder of the Company with respect to any shares of Common Stock subject to an option until such time as the Outside Director has properly exercised his or her option, paid in full for the shares subject to such option, and executed any representations required by the Company.

Each option granted hereunder shall expire on the tenth anniversary of the date on which it was granted, if not sooner terminated as provided herein.

4. Restricted Stock Units

An RSU award shall not vest prior to the earlier of (i) twelve (12) months from the date of grant, and (ii) the date of the Annual Meeting of Stockholders next following the date of grant. Shares of Common Stock in respect of a vested RSU award shall be issued to an Outside Director within thirty (30) days from the vesting of an RSU as provided in an award agreement.

The record established by the Company of the Restricted Stock Units awarded to an Outside Director does not constitute any stock or property of the Company. No funds or shares of Common Stock shall be placed in trust or set aside to assure payment of an award of Restricted Stock Units. Restricted Stock Units are an unfunded, unsecured promise of the Company to issue Common Stock in the future, subject to vesting and other conditions in the Plan or an applicable award agreement. The right of an Outside Director to receive shares of

Common Stock in settlement of an RSU shall be no greater than any general unsecured creditor of the Company. An Outside Director shall have no rights as a stockholder with respect to shares of Common Stock which may be issued in settlement of an RSU until the date of issuance of a certificate for such shares (as evidenced by the appropriate entry on the books of the Company or a duly authorized transfer agent). No adjustment shall be made for dividends, distributions or other rights for which the record date is prior to the date such certificate is issued.

5. Termination of Services of Outside Directors

(a) In the event that an Outside Director to whom an option has been granted under the Plan shall cease to serve on the Board of Directors, otherwise than by reason of death or disability, such option may be exercised (to the extent that the Outside Director is entitled to do so at the time of such option exercise) at any time and from time to time within six (6) months after such cessation of service, but not thereafter, and in no event after the date on which, except for such cessation of service, the option would otherwise expire; provided, however, that, in the event an Outside Director to whom an option has been granted under the Plan shall cease to serve on the Board of Directors but shall have been designated as a Director Emeritus, his or her option shall continue to be exercisable (to the extent his or her option has become exercisable at the time of such exercise) until six (6) months after termination of his or her Director Emeritus status or expiration of the option, whichever occurs first.

(b) In the event that an Outside Director to whom an option has been granted under the Plan shall cease to serve on the Board of Directors by reason of disability (as determined by the Board of Directors on the basis of all the facts and circumstances), such option may be exercised, in full or in part, by the Outside Director or his or her legally appointed representative (notwithstanding that the option may not yet otherwise have become exercisable with respect to all or part of such shares as of the date of disability) at any time and from time to time within twelve (12) months after such cessation of service, but not thereafter, and in no event after the date on which, except for such disability, the option would otherwise expire.

(c) If an Outside Director to whom an option has been granted under the Plan dies (i) while he or she is serving on the Board of Directors, (ii) within three (3) months after cessation of service on the Board of Directors other than by reason of disability, or (iii) within twelve (12) months after cessation of service on the Board of Directors by reason of disability, such option may be exercised:

1) in the case of death while serving on the Board of Directors, as to all or any part of the remaining unexercised portion of the option, notwithstanding that the option may not yet otherwise have become exercisable with respect to all or part of such shares as of the date of death;

2) in the case of death after cessation of service on the Board of Directors or death after termination of such service by reason of disability, to the extent that the Outside Director was entitled to do so at the date of his or her death, giving effect to the provisions of subsections (a) and (b) above of this Section 5; and

3) in each case by the person who acquired the right to exercise such option by bequest or inheritance or by reason of the death of the Outside Director, but in no event after the date on which the option would otherwise expire under Section 3 of the Plan.

4) Notwithstanding the provisions of subsections (b) and (c) above of this Section 5, in no event shall any option granted under the Plan be exercised within six (6) months of the date of grant.

(d) In the event that an Outside Director to whom an RSU has been granted under the Plan for a year shall cease to serve as an Outside Director prior to the earlier of (i) twelve (12) months from the date of grant, and (ii) the date of the Annual Meeting of Stockholders next following the date of grant otherwise than by reason of death or disability, the RSU award for such year shall be forfeited upon such cessation of services. In the event that an Outside Director to whom an RSU has been granted shall cease to serve on the Board of Directors but shall have been designated as a Director Emeritus, such director shall be deemed to continue in service as an Outside Director until termination of his or her Director Emeritus status for purposes of determining the vesting of an RSU award and cessation of services as a director. In the event that an Outside Director to whom an RSU has been granted under the Plan shall cease to serve as an Outside Director prior to the earlier of (i) twelve (12) months from the date of grant, and (ii) the date of the Annual Meeting of Stockholders next following the date of grant on account of death or (as determined by the Board of Directors on the basis of all the facts and circumstances) disability, the RSU award shall become immediately vested and non-forfeitable and shares of Common Stock in respect of such RSU award shall be distributed within thirty (30) days after such cessation of services. In the event that an Outside Director ceases to serve as an Outside Director, any shares of Common Stock in respect of a vested undistributed RSU award shall be distributed within thirty (30) days after such cessation of services.

6. Transferability

No option or Restricted Stock Unit granted under the Plan may be sold, transferred, pledged, assigned, or otherwise alienated, other than by will or by the laws of descent and distribution.

7. Shares Reserved

The aggregate number of shares reserved for issuance pursuant to the Plan shall be 500,000 shares of Common Stock, or the number and kind of shares of stock or other securities which shall be substituted for such shares or to which such shares shall be adjusted as provided in Section 8.

Such number of shares may be set aside out of the authorized but unissued shares of Common Stock not reserved for any other purpose, or out of issued shares of Common Stock acquired for and held in the treasury of the Company.

Shares subject to, but not sold or issued under, any option or Restricted Stock Unit terminating, expiring or cancelled for any reason prior to its exercise in full will again be available for awards thereafter granted during the balance of the term of the Plan.

8. Adjustments Due to Stock Splits, Mergers, Consolidations, etc.

If, at any time, the Company shall take any action, whether by stock dividend, stock split, combination of shares, or otherwise, which results in a proportionate increase or decrease in the number of shares of Common Stock theretofore issued and outstanding, the number of shares which are reserved under the Plan shall be automatically adjusted, and both the number of shares which, at such time, are subject to outstanding option or Restricted Stock Unit awards and the number of shares to be awarded in the future to Outside Directors shall be adjusted in the same proportion (with appropriate adjustment to the option price); provided, however, that the Company shall not be obligated to issue fractional shares.

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 Board of Directors shall conclusively determine the appropriate equitable adjustments, if any, to be made under the Plan, including without limitation adjustments to the number or type of shares which have been authorized for issuance under the Plan but have not yet been placed under option or RSU, the number or type of shares which are subject to outstanding awards or may be awarded in the future as grants to Outside Directors, as well as the price per share covered by each option outstanding under the Plan which has not yet been exercised.

9. Withholding or Deduction of Taxes

If, at any time, the Company is required under applicable laws or regulations to withhold, or to make any deduction for, any taxes or take any other action in connection with the exercise of any option hereunder or the vesting or delivery of Common Stock in respect of a Restricted Stock Unit, the Company shall have the right to deduct from all amounts payable in cash any taxes required by law to be withheld therefrom, and, in the case of payments in the form of Common Stock, the Outside Director to whom such payments are to be made shall be required to pay to the Company the amount of any taxes required to be withheld, or, in lieu thereof, the Company shall have the right to retain, or sell without notice, a sufficient number of shares of Common Stock to cover the minimum amount required to be withheld.

10. Administration

The Plan shall be administered by the Board of Directors. Subject to the provisions of the Plan, the Board of Directors shall have the sole and complete discretionary authority to:

(a) adopt, revise, and repeal such administrative rules, guidelines and practices governing the Plan as it shall from time to time deem advisable;

(b) construe and interpret the terms of the Plan and any option, RSU or other award issued under the Plan (and any agreements relating thereto), to resolve any doubtful or disputed terms, and otherwise settle all claims and disputes arising under the Plan;

(c) correct any defect, supply any omission or reconcile any inconsistency in the Plan or in any award agreement relating thereto in the manner and to the extent it shall deem necessary to effectuate the purposes and intent of the Plan;

(d) determine the amount and form of compensation to be paid to Outside Directors from time to time, the allocation of such compensation among the awards to be made under the Plan, the terms and conditions of each award, the number of shares of Common Stock to be covered by each award, and the value or method of determining the value of each type of award under the Plan;

(e) delegate responsibility and authority for the operation and administration of the Plan, including delegation of all or any portion of the authority invested in the Board pursuant to this Section 10 or otherwise in the Plan to a committee of the Board of Directors, and appoint employees and officers of the Company and its affiliates to act on its behalf and employ persons to assist in fulfilling its responsibilities under the Plan, including authorizing employees and officers to execute on behalf of the Company any instrument required to effect the grant of an award made by the Board under the Plan;

(f) make all other decisions and determinations as may be required or appropriate under the terms of the Plan or an award agreement as the Board may deem necessary or advisable for the administration of the Plan; and otherwise supervise the administration of the Plan.

All decisions by the Board or a committee thereof shall be final and binding on all Outside Directors and shall be given the maximum deference permitted by law.

The entire expense of administering the Plan shall be borne by the Company.

11. Compliance with Applicable Law

Notwithstanding any other provision of the Plan, the Company shall not be obligated to issue any shares of Common Stock, or grant any option or RSU with respect thereto, unless it is advised by counsel of its selection that it may do so without violation of the applicable federal and state laws pertaining to the issuance of securities or the provisions of any national securities exchange or NASDAQ, and the Company may require any securities so issued to bear a legend, may give its transfer agent instructions, and may take such other steps as in its judgment are reasonably required to prevent any such violation.

All awards and transactions under the Plan are intended to comply with any applicable exemptive conditions under Rule 16b-3 promulgated by the US Securities and Exchange Commission under the Securities Exchange Act of 1934, as amended ("Rule 16b-3") and the Board shall interpret and administer the Plan, award agreements, and any Plan guidelines in a manner consistent therewith. All awards under the Plan shall be deemed approved by the Board and shall be deemed an exempt purchase under Rule 16b-3. Any provisions in the Plan or an award agreement inconsistent with Rule 16b-3 shall be inoperative.

12. Amendment and Termination

It is the intention of the Company that no payment or entitlement pursuant to the Plan will give rise to any adverse tax consequences to an Outside Director under Section 409A of the Internal Revenue Code and Department of Treasury regulations and other interpretive guidance issued thereunder, including those issued after the date hereof (collectively, "Section 409A"). The Plan shall be interpreted to that end and, consistent with that objective and notwithstanding any provision herein to the contrary, the Company may unilaterally take any action it deems necessary or desirable to amend any provision herein to avoid the application of or excise tax or other penalties under Section 409A, including any actions to exempt an award from Section 409A or comply with the requirements of Section 409A. Further, no effect shall be given to any provision herein in a manner that reasonably could be expected to give rise to adverse tax consequences under Section 409A. Neither the Company nor its current or former employees, officers, directors, representatives or agents shall have any liability to any current or former Outside Director with respect to any accelerated taxation, additional taxes, penalties or interest for which any current or former Outside Director may become liable in the event that any amounts payable under the Plan are determined to violate Section 409A.

The Board of Directors may amend or discontinue the Plan at any time and from time to time; provided, however, that (a) unless otherwise required by law, no amendment, alteration or discontinuation shall be made which would impair the rights of an Outside Director with respect to any outstanding option or RSU which has been granted under the Plan without such individual's consent and (b) no amendment shall be effective without the approval of the stockholders of the Company if stockholder approval of the amendment is then required pursuant to Rule 16b-3, the applicable rules of any national securities exchange or NASDAQ, or the Delaware corporation law or other applicable laws.

Except in connection with a corporate transaction involving the Company (including without limitation a transaction described in Section 8 or a change in control of the Company), without the approval of the Company's stockholders, the Board cannot approve either (i) the cancellation of outstanding options in exchange for the grant in substitution therefor of new options having a lower exercise price, (ii) the amendment of outstanding options to reduce the exercise price thereof, or (iii) the cancellation of outstanding options with an exercise price above the current stock price in exchange for cash or other securities. This limitation shall not be construed to apply to "issuing or assuming an option in a transaction to which Section 424(a) applies," within the meaning of Section 424 of the Code.

13. Effective Date

The effective date of the Plan as originally adopted is July 18, 2007, the date on which it was originally adopted by the Board of Directors, having subsequently received the requisite stockholder approval from the holders of the Company's Class A Stock, per value $.01 per share (the "Class A Holders"). The Plan shall terminate on July 18, 2017. The effective date of this Amended and Restated Plan is July 18, 2012, the date it was adopted by the Board of Directors; provided, however, that this Amended and Restated Plan is also subject to the approval of the Class A Holders at the Annual Meeting of Stockholders to be held in September 2012.

14. Governing Law

The Plan shall be governed by, and construed in accordance with, the laws of the State of Delaware.

SCHOLASTIC CORPORATION
2007 OUTSIDE DIRECTORS' STOCK INCENTIVE PLAN
Stock Option Agreement

SCHOLASTIC CORPORATION, a Delaware corporation (the "Company"), hereby grants to ______________________ (the "Outside Director") an option (the "Option") to purchase ____ (__) shares of common stock, par value $.01 per share, of the Company (the "Common Stock"), at the price and on the terms set forth herein, and in all respects subject to the terms and provisions of the Scholastic Corporation 2007 Outside Directors' Stock Incentive Plan (the "Plan"), which terms and provisions are incorporated by reference herein. Unless the context herein otherwise requires, the terms defined in the Plan shall have the same meanings in this Agreement.

1. Date of Grant; Term of Option. The Option is granted effective as of September __ , 20__. The term of the Option is ten years from the date of grant, subject to earlier expiration of the Option as provided in this Agreement.

2. Option Exercise Price. The exercise price of the Option is $____ per share, which price is the Fair Market Value per share on the date of grant.

3. Exercise of Option. The Option shall be exercisable only during its term and only in accordance with the terms and provisions of the Plan and this Agreement as follows:

(a) Right to Exercise. The Option shall not be exercisable until the earlier of (i) September __, 20__, the expiration of the twelve (12)-month period beginning on the date of grant, and (ii) the date of the Annual Meeting of Stockholders next following the date of grant.

(b) Method of Exercise. Once exercisable, subject to the provisions of the Plan and this Agreement, the Option may be exercised, in whole or in part, pursuant to the notice and payment procedures then in effect as established by the Company, in its sole discretion, which procedures may be electronic and may require providing notice to a broker or recordkeeper designated by the Company. Any written or electronic notice of exercise by an Outside Director shall be irrevocable. Shares of Common Stock as to which the Option shall be exercised shall be registered in the name of the Outside Director.

(c) Restrictions on Exercise. The Option may not be exercised if the issuance of the Common Stock upon such exercise would constitute a violation of any applicable federal or state securities laws or other laws or regulations. As a condition to the exercise of the Option, the Company may require the Outside Director to make any representation and warranty to the Company as may be required by any applicable law or regulation. The Option may not be exercised during any period prohibited by the Company’s stock trading policies or applicable securities laws. The Option may not be exercised with respect to a fractional share of Common Stock.

(d) No Shareholder Rights before Exercise and Issuance. No rights as a shareholder shall exist with respect to the Common Stock subject to the Option as a result of the grant of the Option. Such rights shall exist only after shares of Common Stock are registered in the name of an Outside Director following the exercise of the Option as provided in this Agreement and the Plan.

4. Termination of Services as an Outside Director.

(a) If the Outside Director ceases to serve as a member of the Board of Directors of the Company (the "Board") for any reason other than death or disability, the Outside Director shall have the right to exercise the Option at any time within six (6) months after the date of such cessation to the extent that the Outside Director was entitled to exercise the Option at the date of such cessation of services as provided in Section 3(a) above (subject to any earlier expiration of the Option as provided under this Agreement). In the event that an Outside Director shall cease to serve as an Outside Director prior to the earlier of (i) the twelve (12) month period beginning on the Grant Date, and (ii) the date of the Annual Meeting of the Stockholders next following the date of grant for any reason other than death or disability, the Option shall be forfeited immediately upon such cessation of services. Notwithstanding the foregoing, in the event that an Outside Director shall cease to serve on the Board but shall be designated as a Director Emeritus, his or her Option shall continue to be exercisable as though the Outside Director continued to serve as a Director until six (6) months after termination of his or her Director Emeritus status or, if earlier, expiration of the Option under this Agreement.

(b) If the Outside Director ceases to serve as a Director on the Board by reason of his or her disability (as determined by the Board), the Option may be exercised in full or in part (even though the Option may not yet have become exercisable as provided in Section 3(a)) by the Outside Director or his or her legally appointed representative, at any time within the twelve (12) months after the date of such cessation of services (subject to any earlier expiration of the Option as provided under this Agreement).

(c) If the Outside Director ceases to serve as a Director on the Board by reason of his or her death, or if the Outside Director dies within three (3) months after ceasing to serve as a Director other than by reason of his or her disability or within twelve (12) months after ceasing to serve as a Director by reason of his or her disability, the Option may be exercised by the Outside Director's heir or representative at any time [within twelve (12) months after the Outside Director's death] [**Note: the Plan does not impose a 12-month post-death time limit for exercise; the Committee can set a shorter time for exercise per 10(d) of the Plan]** (subject to any earlier expiration of the Option as provided under this Agreement) to the following extent: (i) in the case of the Outside Director's death while serving as a Director, as to all or any part of the remaining unexercised portion of the Option, notwithstanding that the Option may not have been exercisable as of the date of the Outside Director's death as provided in Section 3(a) above, and (ii) in the case of the Outside Director's death after he or she ceased to serve as a Director as a result of disability or otherwise, to the extent that the Outside Director was entitled to exercise the Option as of the date of his or her death, giving effect to the provisions of the preceding subsections (a) and (b).

(d) Notwithstanding the provisions of this Section 4(b) and (c), in no event may an Option be exercised within six (6) months from the date of grant.

5. Nontransferability of Option. The Option may not be sold, pledged, assigned, hypothecated, gifted, transferred or disposed of in any manner either voluntarily or involuntarily by operation of law, other than by will or by the laws of descent and distribution or pursuant to a qualified domestic relations order as provided by the Internal Revenue Code of 1986 or the rules thereunder, and may be exercised during the lifetime of the Outside Director only by the Outside Director. Subject to the foregoing and the terms of the Plan, the terms of the Option shall be binding upon the executors, administrators, heirs, successors and assigns of the Outside Director.

6. No Enlargement of Rights. Neither the Plan nor the Option granted hereunder shall confer upon the Outside Director any right to continue as a Director of the Company. The Outside Director shall have only such rights and interests as are expressly provided in this Agreement and the Plan.

7. Withholding Tax Liability. In connection with the exercise of the Option, the Company and the Outside Director may incur liability for income withholding tax. The Outside Director understands and agrees that if the Company is required to withhold part or all of the Outside Director's annual or meeting fees to pay any such withholding tax, and that if such fees are insufficient, the Company may require the Outside Director, as a condition of exercise of the Option, to pay in cash the amount of any such withholding tax liability.

8. Effect of the Plan on Option. The Option is subject to, and the Company and the Outside Director agree to be bound by, all of the terms and conditions of the Plan, as such may be amended from time to time in accordance with the terms thereof, provided that no such amendment shall deprive the Outside Director, without his or her consent, of an outstanding Option or any rights hereunder. Pursuant to the Plan, the Committee appointed by the Board of Directors of the Company is authorized to adopt rules and regulations, consistent with the Plan and as it shall deem appropriate and proper, with regard to the Plan. A copy of the Plan in its present form is available for inspection during the Company's business hours by the Outside Director or the persons entitled to exercise the Option at the Company's principal office.

9. Entire Agreement. The terms of this Agreement and the Plan constitute the entire agreement between the Company and the Outside Director with respect to the subject matter hereof and supersede any and all previous agreements between the Company and the Outside Director.

10. Severability. If any provision of this Agreement, or the application of such provision to any person or circumstances, is held valid or unenforceable, the remainder of this Agreement, or the application of such provision to persons or circumstances other than those as to which it is held valid or unenforceable, shall not be affected thereby.

11. Section 409A of the Code. It is the intention of the parties to this Stock Option Agreement that no payment or entitlement pursuant to this Stock Option Agreement will give rise to any adverse tax consequences to the Outside Director under Section 409A of the Code or the regulations and other interpretive guidance issued thereunder, including that issued after the date hereof (collectively, “Section 409A”). The Stock Option Agreement and the Plan shall be interpreted to that end and, consistent with that objective and notwithstanding any provision herein or the Plan to the contrary, the Company may unilaterally take any action it deems necessary or desirable to amend any provision herein or in the Plan to avoid the application of, or the excise tax under, Section 409A. Further, no effect shall be given to any provision in the Plan or this Agreement in a manner that reasonably could be expected to give rise to adverse tax consequences under Section 409A. Although the Company shall consult with the Outside Director in good faith regarding implementation of this Section 11, neither the Company nor its current or former employees, officers, directors, agents or representatives shall have any liability to the Outside Director with respect to any additional taxes, excise taxes, accelerated taxation, penalties or interest for which the Outside Director may become liable in the event that any amounts under this Agreement are determined to violate Section 409A.

IN WITNESS WHEREOF, this Agreement has been executed by the undersigned effective as of the day and year first set forth above.

OUTSIDE DIRECTOR

____

SCHOLASTIC CORPORATION

____
Richard Robinson
Chairman of the Board,
Chief Executive Officer & President

SCHOLASTIC CORPORATION
2007 OUTSIDE DIRECTORS STOCK INCENTIVE PLAN
Amended and Restated Effective July 18, 2012

Restricted Stock Unit Agreement

SCHOLASTIC CORPORATION, a Delaware corporation (the "Company"), hereby grants to ______________________ (the "Outside Director") ____ (___) Restricted Stock Units in respect of shares of common stock, par value $.01 per share, of the Company (the "Common Stock"), in all respects subject to the terms and provisions of the Scholastic Corporation 2007 Outside Directors Stock Incentive Plan (the "Plan"), which terms and provisions are incorporated by reference herein. Unless the context herein otherwise requires, the terms defined in the Plan shall have the same meanings in this Agreement.

1. **Grant Date.** The Restricted Stock Units are granted effective as of September __, 20__ ("Grant Date").

2. **Vesting and Payment.** The Restricted Stock Units shall vest and shares of Common Stock shall be registered in the name of the Outside Director in settlement thereof as follows:

(a) Except as provided in Section 2(c) of this Agreement, 100% of the Restricted Stock Units granted by this Agreement shall vest on the earlier of (i) September __, 20__, the expiration of the twelve (12) month period beginning on the Grant Date, and (ii) the date of the Annual Meeting of Stockholders next following the Grant Date, provided that the Outside Director shall have continuously served as an Outside Director of the Company from the Grant Date through the date of such vesting.

(b) One share of Common Stock shall be registered in the name of the Outside Director with respect to each vested Restricted Stock Unit within thirty (30) days of the vesting date of the Restricted Stock Units.

(c) In the event that an Outside Director shall cease to serve as an Outside Director prior to the earlier of (i) the expiration of the twelve (12) month period beginning on the Grant Date, and (ii) the date of the Annual Meeting of the Stockholders next following the Grant Date for any reason other than death or disability, all of the Restricted Stock Units shall be forfeited immediately upon such cessation of services. In the event that an Outside Director shall cease to serve on the Board but shall have been designated as a Director Emeritus, such Outside Director shall be deemed to continue in service as an Outside Director until termination of his or her Director Emeritus status for purposes of determining the vesting and payment of the Restricted Stock Units. In the event that an Outside Director shall cease to serve as an Outside Director prior to the earlier of (i) the expiration of the twelve (12) month period beginning on the Grant Date, and (ii) the date of the Annual Meeting of Stockholders next following the date of grant by reason of death or (as determined by the Board on the basis of all the facts and circumstances) disability, all of the Restricted Stock Units shall become immediately vested upon such cessation of services and shares of Common Stock in respect of the Restricted Stock Units shall be registered in the name of the Outside Director within thirty (30) days of such vesting date as provided in Section 2(b) of this Agreement.

3. **Nontransferability of Restricted Stock Unit.** The Restricted Stock Units may not be sold, pledged, assigned, hypothecated, gifted, transferred or disposed of in any manner either voluntarily or involuntarily by operation of law, other than by will or by the laws of descent and distribution or pursuant to a qualified domestic relations order as provided by the Internal Revenue Code of 1986 or the rules thereunder. Subject to the foregoing and the terms of the Plan, the terms of this Restricted Stock Unit Agreement shall be binding upon the executors, administrators, heirs, successors and assigns of the Outside Director.

4. **Restrictions on Common Stock Issuance.** Common Stock shall not be registered in the name of the Outside Director following the vesting of the Restricted Stock Units if such registration would constitute a violation of any applicable federal or state securities laws or other laws or regulations or policies of the Company. As a condition to registration of shares in the name of the Outside Director, the Company may require the Outside Director to make any representation and warranty to the Company as may be required by any applicable law or regulations.

5. **No Shareholder Rights before Issuance of Common Stock.** No rights as a shareholder shall exist with respect to the Common Stock as a result of the grant of the Restricted Stock Units. Such rights shall exist only after shares of Common Sock are registered in the name of an Outside Director following the vesting of the Restricted Stock Units as provided in this Agreement and the Plan.

6. **No Enlargement of Rights.** Neither the Plan nor the Restricted Stock Units granted hereunder shall confer upon the Outside Director any right to continue as a Director of the Company. The Outside Director shall have only such rights and interests as are expressly provided in this Agreement and the Plan.

7. **Withholding Tax Liability.** In connection with the vesting of the Restricted Stock Units or the issuance of Common Stock in settlement thereof, the Company and the Outside Director may incur liability for income withholding tax. The Outside Director understands and agrees that if the Company is required to withhold part or all of the Outside Director's annual or meeting fees to pay any such withholding tax, and that if such fees are insufficient, the Company may require the Outside Director, as a condition of the issuance of Common Stock under this Agreement, to pay in cash the amount of any such withholding tax liability.

8. **Effect of the Plan on Restricted Stock Unit.** This Restricted Stock Unit Agreement is subject to, and the Company and the Outside Director agree to be bound by, all of the terms and conditions of the Plan, as such may be amended from time to time in accordance with the terms thereof, provided that no such amendment shall deprive the Outside Director, without his or her consent, of any outstanding Restricted Stock Units or

any rights hereunder. Pursuant to the Plan, the Board is authorized to adopt rules and regulations, consistent with the Plan and as it shall deem appropriate and proper with regard to the Plan. A copy of the Plan in its present form is available for inspection by the Outside Director during the Company's business hours at the Company's principal office.

9. Entire Agreement. The terms of this Agreement and the Plan constitute the entire agreement between the Company and the Outside Director with respect to the Restricted Stock Units and supersede any and all previous agreements between the Company and the Outside Director with respect thereto.

10. Severability. If any provision of this Agreement, or the application of such provision to any person or circumstances, is held valid or unenforceable, the remainder of this Agreement, or the application of such provision to persons or circumstances other than those as to which it is held valid or unenforceable, shall not be affected thereby.

11. Section 409A of the Code. It is the intention of the parties to this Restricted Stock Unit Agreement that no payment or entitlement pursuant to this Restricted Stock Unit Agreement will give rise to any adverse tax consequences to the Outside Director under Section 409A of the Code or the regulations and other interpretive guidance issued thereunder, including that issued after the date hereof (collectively, "Section 409A"). The Restricted Stock Unit Agreement and the Plan shall be interpreted to that end and, consistent with that objective and notwithstanding any provision herein or the Plan to the contrary, the Company may unilaterally take any action it deems necessary or desirable to amend any provision herein or in the Plan to avoid the application of, or the excise tax under, Section 409A. Further, no effect shall be given to any provision in the Plan or this Agreement in a manner that reasonably could be expected to give rise to adverse tax consequences under Section 409A. Although the Company shall consult with the Outside Director in good faith regarding implementation of this Section 11, neither the Company nor its current or former employees, officers, directors, agents or representatives shall have any liability to the Outside Director with respect to any additional taxes, excise taxes, accelerated taxation, penalties or interest for which the Outside Director may become liable in the event that any amounts under this Agreement are determined to violate Section 409A.

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IN WITNESS WHEREOF, the parties hereto have executed this Agreement as of the day and year first set forth above.

OUTSIDE DIRECTOR

____

SCHOLASTIC CORPORATION

By: ______________________________

Name: Richard Robinson

Title: Chairman of the Board,
Chief Executive Officer & President

Exhibit 31.1

I, Richard Robinson, the principal executive officer of Scholastic Corporation, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Scholastic Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and

5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: January 2, 2013

/s/ Richard Robinson

Richard Robinson
Chairman of the Board,
President and Chief Executive Officer

Exhibit 31.2

I, Maureen O’Connell, the principal financial officer of Scholastic Corporation, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of Scholastic Corporation;

2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;

3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;

4. The registrant’s other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules13a-15(f) and 15d-15(f)) for the registrant and have:

   a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;

   b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;

   c) Evaluated the effectiveness of the registrant’s disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and

   d) Disclosed in this report any change in the registrant’s internal control over financial reporting that occurred during the registrant’s most recent fiscal quarter (the registrant’s fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant’s internal control over financial reporting; and

5. The registrant’s other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant’s auditors and the audit committee of registrant’s board of directors (or persons performing the equivalent functions):

   a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant’s ability to record, process, summarize and report financial information; and

   b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant’s internal control over financial reporting.

Date: January 2, 2013

/s/ Maureen O’Connell

Maureen O’Connell
Executive Vice President
Chief Administrative Officer
and Chief Financial Officer

Exhibit 32

Certification
Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002
with Respect to the Quarterly Report on Form 10-Q
for the Quarter ended November 30, 2012
of Scholastic Corporation

Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (subsections (a) and (b) of section 1350, chapter 63 of title 18, United States Code), each of the undersigned officers of Scholastic Corporation, a Delaware corporation (the "Company"), does hereby certify, to the best of such officer's knowledge, that:

1. The Company's Quarterly Report on Form 10-Q for the quarter ended November 30, 2012 (the "Form 10-Q") fully complies with the requirements of Section 13(a) or 15(d) of the Securities Exchange Act of 1934, as amended; and

2. Information contained in the Form 10-Q fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: January 2, 2013	/s/Richard Robinson
	Richard Robinson Chief Executive Officer
Date: January 2, 2013	/s/Maureen O'Connell
	Maureen O'Connell Chief Financial Officer

The certification set forth above is being furnished solely pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 and is not being filed as part of the Form 10-Q or as a separate disclosure document of the Company or the certifying officers.