

SCHOLASTIC CORP  
Form S-8 POS  
February 10, 2016

As filed with the Securities and Exchange Commission on February 10, 2016

**Registration No. 33-98186**

**Registration No. 333-65757**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**Post-Effective Amendment No. 1 to Form S-8 Registration No. 33-98186**

**Post-Effective Amendment No. 1 to Form S-8 Registration No. 333-65757**

**REGISTRATION STATEMENT**

**UNDER**

**THE SECURITIES ACT OF 1933**

**Scholastic Corporation**

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**13-3385513**  
(IRS Employer Identification No.)

**557 Broadway, New York, New York**  
**(Address of Principal Executive Offices)**

**10012**  
**(Zip Code)**

**SCHOLASTIC CORPORATION 1995 STOCK OPTION PLAN**

(Full title of the plan)

**Andrew S. Hedden, Esq.**

**Senior Vice President, General Counsel and Secretary**

**Scholastic Corporation**

**557 Broadway**

**New York, New York 10012**

(Name and address of agent for service)

**(212) 343-6100**

(Telephone number, including area code, of agent for service)

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

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

### DEREGISTRATION OF SECURITIES

This Post-Effective Amendment No. 1 relates to (i) the Registration Statement on Form S-8 (Registration No. 33-98186) filed by the Registrant with the Securities and Exchange Commission (the SEC) on October 16, 1995 (the 1995 Registration Statement) pertaining to the registration of 4,000,000 shares (as adjusted to reflect the 100% stock dividend in the form of a two-for-one stock split paid on January 16, 2001 (the Stock Split)) of the Registrant's common stock, par value \$.01 per share, issuable under the 1995 Stock Option Plan (the Plan); and (ii) the Registration Statement on Form S-8 (Registration No. 333-65757) filed by the Registrant with the SEC on October 16, 1998 (the 1998 Registration Statement) registering an additional 3,000,000 shares (as adjusted to reflect the Stock Split) of common stock issuable under the Plan. The Registrant is filing this Post-Effective Amendment No. 1 to 1995 Registration Statement and the 1998 Registration Statement (collectively, the Plan Registration Statements) to deregister all shares of common stock that have not been sold or otherwise issued under the Plan.

The Plan has expired and no awards granted prior to the Plan's expiration remain outstanding. In accordance with undertakings made by the Registrant in the Plan Registration Statements to remove from registration, by means of post-effective amendments, any of the securities which had been registered for issuance but remain unsold at the termination of the offering, the Registrant hereby removes and withdraws from registration any and all such securities of the Registrant registered but unsold under the Plan Registration Statements, if any. The Plan Registration Statements are hereby amended, as appropriate, to reflect the deregistration of such securities.

**SIGNATURES**

Pursuant to the requirements of the Securities Act of 1933, the Company certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused these Post-Effective Amendment No. 1 to the Plan Registration Statements to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on February 10, 2016.

**SCHOLASTIC CORPORATION**

By: /s/ Andrew S. Hedden  
Andrew S. Hedden  
Executive Vice President, General  
Counsel and Secretary