FORM 4

obligations may continue. See

Instruction 1(b).

Check this box if no longer subject to Section 16. Form 4 or Form 5

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

OMB APPR	OVAL						
OMB Number:	3235-0287						
Estimated average burden							
hours per response:	0.5						

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934

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1. Name and Address of Reporting Person [*] Polcari Elizabeth						2. Issuer Name and Ticker or Trading Symbol <u>SCHOLASTIC CORP</u> [SCHL]										5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner					
(Last) C/O LEO	`	irst)	(Middle)			3. Date of Earliest Transaction (Month/Day/Year) 09/01/2023								below)	Officer (give title below) P, PRESIDENT		Other (below) UCATION				
557 BROADWAY					4. lf	4. If Amendment, Date of Original Filed (Month/Day/Year)							Lin	6. Individual or Joint/Group Filing (Check Applicable Line)							
(Street) NEW YORK NY 10012					-										Form filed by One Reporting Person Form filed by More than One Report Person						
(City)	(S	itate)	(Zip)					•	:) Tran						nt to a cor	ntract, instruct	ion or writte	n nlan t	that is intend	ed to	
		Tab		. Dariu		satisf	y the aff	firmativ	e defense	cond	lition	is of Rule	10b5-	1(c). Se	e Instruct	ion 10.					
1. Title of	1. Title of Security (Instr. 3) 2. Transac							action 2A. Deemed			cquired, Disposed of, or Benef					5. Amou	unt of 6. O			7. Nature	
Date				Day/Year) Execution Date if any (Month/Day/Yea		Code (Instr. 5)			posed Of (D) (Instr. 3,			Benefic Owned	Securities Beneficially Owned Following Reported		r Indirect Istr. 4)	of Indirect Beneficial Ownership					
							Code	e V	,	Amount		(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)				(Instr. 4)			
		T							quired, s, optic							y Owned					
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, 1) if any		4. Transaction Code (Instr. 8)		of Deriv Secu Acqu (A) of Dispo of (D) (Instr	of I		6. Date Exercisable and Expiration Date (Month/Day/Year)			Amo Secu Und Deri	itle and ount of urities lerlying ivative tr. 3 and	Security	8. Price of Derivative Security (Instr. 5)	9. Numbe derivative Securities Beneficia Owned Following Reported Transacti (Instr. 4)	e s Illy J	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Beneficial Ownership t (Instr. 4)	
														- 1	Amount	1				1	

(1) Stock Units Explanation of Responses:

Restricted

1. Acquired under the Scholastic Corporation Management Stock Purchase Plan in lieu of cash bonus to be converted into shares of Common Stock on a one for one basis upon expiration of the deferral period selected by the reporting person. Vests on the third anniversary of the award date. Price is 75% of the lowest closing price for the underlying Common Stock during the quarter ended August 31, 2023.

Date Exercisable

09/01/2026

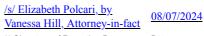
Expiration Date

09/01/2026

Title

Common

Stock



or Number

Shares

515

of

** Signature of Reporting Person Date

(1)

515

D

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

 * If the form is filed by more than one reporting person, see Instruction 4 (b)(v).

09/01/2023

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

Code v

A

(A) (D)

515

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

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