
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934

(Amendment No. 1)*

Scholastic Corporation

(Name of Issuer)

Common Stock, par value \$0.01 per share

(Title of Class of Securities)

(CUSIP Number)

Chris Lick
c/o Scholastic Corporation, 557 Broadway
New York, NY, 10012
(212) 343-6100

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications)

08/26/2026

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition that is the subject of this Schedule 13D, and is filing this schedule because of §§ 240.13d-1(e), 240.13d-1(f) or 240.13d-1(g), check the following box. ☐

The information required on the remainder of this cover page shall not be deemed to be “filed” for the purpose of Section 18 of the Securities Exchange Act of 1934 (“Act”) or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

SCHEDULE 13D

CUSIP No.

1 Name of reporting person

Iole Lucchese

2 Check the appropriate box if a member of a Group (See Instructions)

	☐ (a)
	☐ (b)
3	SEC use only
4	Source of funds (See Instructions)
5	Check if disclosure of legal proceedings is required pursuant to Items 2(d) or 2(e)
	☐
6	Citizenship or place of organization
	CANADA (FEDERAL LEVEL)
	Sole Voting Power
7	955,019.00
Number of	Shared Voting Power
Shares	
Beneficially	8
Owned by	0.00
Each	Sole Dispositive Power
Reporting	9
Person	955,019.00
With:	Shared Dispositive Power
	10
	0.00
	Aggregate amount beneficially owned by each reporting person
11	955,019.00
12	Check if the aggregate amount in Row (11) excludes certain shares (See Instructions)
	☐
13	Percent of class represented by amount in Row (11)
	5.2 %
14	Type of Reporting Person (See Instructions)
	IN

SCHEDULE 13D

Item 1. Security and Issuer

Title of Class of Securities:

(a)

Common Stock, par value \$0.01 per share

Name of Issuer:

(b)

Scholastic Corporation

Address of Issuer's Principal Executive Offices:

(c)

557 Broadway, New York, NEW YORK , 10012.

Item 1 Preliminary Letters Testamentary appointing Ms. Iole Lucchese as a preliminary executor of the Estate of M. Richard Robinson, Jr. (the "Estate") were issued by the Surrogate's Court of the State of New York for New York County on July 1, 2021, notification of which issuance was received by Ms. Lucchese on July 6, 2021. The shares held directly by the Estate are included in the shares Ms. Lucchese beneficially owns as reported on this Schedule 13D. This number includes 289,623 shares of Common Stock (the "Common Shares") of the Issuer and 445,452 shares of the Issuer's Class A Stock, \$0.01 par value (the "Class A Shares") held by the Estate, 164,782 options to purchase Common Shares held by Ms. Lucchese that are currently exercisable 48,180 Common Shares held directly by Ms. Lucchese and 6,982 RSUs scheduled to vest within 60 days. Calculations of the percentage of Common Shares beneficially owned by the Reporting Person assumes 17,615,989 Common Shares outstanding, as per the Issuer (after giving effect to Issuer's repurchase of 289,624 reported in this amendment) plus 445,452 Class A Shares outstanding that are immediately convertible into Common Shares, along with the exercisable options to purchase Common Shares and RSU vesting within 60 day held by Ms. Lucchese.

- Item 2. Identity and Background
- (a) Iole Lucchese
 - (b) c/o Scholastic Corporation, 557 Broadway, New York, New York 10012
 - (c) Chairman of the Board and Executive Vice President and Chief Strategy Officer of the Issuer and President of Scholastic Entertainment Inc.
 - (d) Not applicable
 - (e) Not applicable
 - (f) Canada
- Item 3. Source and Amount of Funds or Other Consideration
- Not applicable
- Item 4. Purpose of Transaction
- On August 26, 2026 the Estate sold 289,624 shares of Common Stock to the Issuer for \$11,515,537.13, or \$39.7603 per Common Share pursuant to a Share Purchase Agreement dated August 25, 2026 described in detail in Item 6 below and included as Exhibit 99.2 hereto, in order to generate liquidity to meet certain estate obligations, including estate taxes. Ms. Lucchese, solely in her capacity as a preliminary executor of the Estate, expects to continue to explore selling a portion or all of the remaining Common Shares held by the Estate for the purpose of meeting obligations of the Estate, including taxes. Other than as described in this Item 4, or otherwise in this Statement, Ms. Lucchese (individually and in her capacity as a preliminary executor of the Estate) currently has no plans or proposals which relate to or would result in any of the matters set forth in subparagraphs (a)-(j) of Item 4 of Form Schedule 13D. In the foregoing capacities, Ms. Lucchese reserves the right, in light of her future evaluation of the Issuer's financial condition, business, operations and prospects, the market price of the Common Shares, conditions in the securities markets generally, general economic and industry conditions and other relevant factors, to change her plans and intentions at any time, as she deems appropriate. As a director and senior executive officer of the Issuer, Ms. Lucchese participates in deliberations of the Issuer's senior management and directors in the normal course of the Issuer's business that could involve any of the matters set forth in subparagraphs (a)-(j) of the instructions to Item 4 from time to time, and, in keeping with her fiduciary duty as an officer, may make proposals or recommendations to the Issuer's board of directors that could involve such matters from time to time. In addition, as a member of the Issuer's senior management, Ms. Lucchese participates in Issuer compensatory plans, including plans pursuant to which awards of equity securities are made (including to Ms. Lucchese), in the ordinary course of business, generally on an annual basis.
- Item 5. Interest in Securities of the Issuer
- 955,019 shares and 5.2%, assuming the conversion of all of the Class A Shares held in the Estate, the exercise by Ms. Lucchese of all currently exercisable options to acquire Common Shares and her RSUs scheduled to vest within 60 days.
- Ms. Lucchese beneficially owns an aggregate of 955,019 shares of the Issuer's Common Shares (approximately 5.2% of the total as calculated under Rule 13d-3 of the Exchange Act), a total that includes: (i) 289,623 Common Shares held in the Estate, (ii) 445,452 Class A Shares held in the Estate that are immediately convertible to Common Shares on a one for one basis, (iii) 48,180 Common Shares held directly by Ms. Lucchese, (iv) currently exercisable options over 164,782 Common Shares held directly by Ms. Lucchese and 6,982 restricted stock units that are scheduled to vest within the next 60 days. Ms. Lucchese has sole voting control and dispositive power over all of the foregoing
- (b) Common Shares and Common Share equivalents. The Issuer's charter provides that, except as otherwise provided by Delaware law, the voting rights of the Common Shares are limited to the election of 1/5 of the members of the Issuer's board of directors. The holders of the Class A Shares have all other voting rights, including the right to elect all remaining members of the Issuer's board of directors. The 445,452 Class A Shares held in the Estate over which Ms. Lucchese has sole voting and dispositive power constitute a majority of the Class A Shares outstanding. Consequently, Ms. Lucchese has the power to elect all of members of the Issuer's board of directors other than the 1/5 of the Board membership that is reserved for election by the holders of the Common Shares.
- On August 26, 2026, the Estate sold 289,624 Common Shares to the Issuer in a privately negotiated transaction for aggregate proceeds of \$11,515,537.13, or \$39.7603 per Common Share. The transaction was being carried out pursuant to a share purchase agreement between the Issuer and the Estate dated August 25, 2026. The disclosure in Item 6 of this Amendment No. 1 is hereby incorporated into this Item 5(c) by reference. Other than as set forth herein, there have been no transactions in securities of the Issuer by the Reporting Persons within 60 days of the filing date of this Schedule 13D.
- (c)
 - (d) Not applicable
 - (e) Not applicable
- Item 6. Contracts, Arrangements, Understandings or Relationships With Respect to Securities of the Issuer
- Pursuant to an agreement dated July 23, 1990 between the Maurice R. Robinson Trust and M. Richard Robinson, Jr. (the "Buy Sell Agreement"), the Maurice R. Robinson Trust has agreed that if it receives an offer from any person to purchase any or all of the shares of Class A Stock owned by the Maurice R. Robinson Trust and it desires to accept such offer, Richard Robinson, including his executors, heirs and personal representatives as the case may be, ("Robinson") will have the right of first refusal to purchase all, but not less than all, of the shares of Class A Stock that such person has offered to purchase for the same price and on the same terms and conditions offered by such person. In the event Robinson does not elect to exercise such option, the Maurice R. Robinson Trust shall be free to sell such shares of Class A Stock in accordance with the offer it has received. In addition, if Robinson receives an

offer from any person to purchase any or all of his shares of Class A Stock and the result of that sale would be to transfer to any person other than Robinson or his heirs voting power sufficient to enable such other person to elect the majority of the Board, either alone or in concert with any person other than Robinson, his heirs or the Maurice R. Robinson Trust (a "Control Offer"), and Robinson desires to accept the Control Offer, the Maurice R. Robinson Trust will have the option to sell any or all of its shares of Class A Stock to the person making the Control Offer at the price and on the terms and conditions set forth in the Control Offer. If the Maurice R. Robinson Trust does not exercise its option, Robinson will be free to accept the Control Offer and to sell Robinson's shares of Class A Stock in accordance with the terms of the Control Offer. If the Maurice R. Robinson Trust exercises its option, Robinson cannot accept the Control Offer unless the person making the Control Offer purchases the shares of Class A Stock that the Maurice R. Robinson Trust has elected to sell. On August 25, 2026, the Issuer and the Estate entered into a share purchase agreement ("Share Purchase Agreement") pursuant to which the Estate agreed to sell and the Issuer agreed to purchase 289,624 Common Shares in a privately negotiated transaction for an aggregate cash amount of \$11,515,537.13 or \$39.7603 per Common Shares equating to a 3% discount from the closing price of a Common Shares as reported by The Nasdaq Stock Market on August 25, 2026, as provided by the terms of the Share Purchase Agreement. The sale was carried out on August 26, 2026. The foregoing description is a summary of the material terms of the Share Purchase Agreement. Please refer to the full terms of the Share Purchase agreement which is filed as an exhibit to this Amendment No. 1 under Item 7. The full Share Purchase Agreement is incorporated by reference herein.

Item 7. Material to be Filed as Exhibits.

Exhibit 99.1: Agreement dated July 23, 1990 between the Trust under the Will of Maurice R. Robinson, by its Trustees and M. Richard Robinson, Jr. Exhibit 99.2: Share Purchase Agreement dated August 25, 2026 between the Estate and Scholastic Corporation.

SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Iole Lucchese

Signature: /s/ Iole Lucchese

Name/Title: Iole Lucchese

Date: 08/27/2026