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# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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## Form S-8

REGISTRATION STATEMENT  
UNDER  
THE SECURITIES ACT OF 1933

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### 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 EMPLOYEE STOCK PURCHASE PLAN

(Full title of the plan)

**Charles B. Deull, 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)

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#### CALCULATION OF REGISTRATION FEE

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Title of securities to be registered:	Amount to be registered:	Proposed maximum offering price per share (1):	Proposed maximum aggregate offering price (1):	Amount of registration fee:
Common Stock (\$.01 par value)	500,000 shares	\$30.64	\$15,320,000	\$1,239.39

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(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457(c) and (h) as follows: on the basis of the average of the high and low prices of the Common Stock reported on the NASDAQ-National Market System on October 30, 2003.

Pursuant to Rule 429, this Registration Statement also covers the shares of Common Stock previously registered under Registration No. 333-68181.

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#### INCORPORATION OF DOCUMENTS BY REFERENCE

The following documents which have heretofore been filed by Scholastic Corporation (the "Company") (Commission File No. 000-19860) with the Securities and Exchange Commission (the "Commission") pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act"), are incorporated by reference herein and shall be deemed to be a part hereof:

- The Company's Annual Report on Form 10-K for the fiscal year ended May 31, 2003;
- The Company's Quarterly Report on Form 10-Q for the quarterly period ending August 31, 2003;
- A Current Report on Form 8-K was filed with the Commission on September 23, 2003 reporting under Item 12 (results of Operations and Financial Condition) a press release regarding the results of operations for the Company's quarter ended August 31, 2003;

- d. The description of the Company's Common Stock, \$.01 par value (the "Common Stock"), contained in the Company's Registration Statement filed under Section 12 of the Exchange Act, including any amendment or report filed for the purpose of updating such description; and
- e. A Form S-8 as filed with the Commission on December 1, 1998, Registration Statement No. 333-68181 providing for the registration of 200,000 shares of Common Stock to be issued under the Scholastic Corporation 1998 Employee Stock Purchase Plan.

All documents filed by the Company pursuant to Sections 13(a), 13(c), 14 and 15(d) of the Exchange Act subsequent to the date of this Registration Statement and prior to the filing of a post-effective amendment which indicates that all the Common Stock offered hereby has been sold or which deregisters all Common Stock then remaining unsold shall be deemed to be incorporated by reference in this Registration Statement and to be a part hereof from the date of filing such documents. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Registration Statement to the extent that a statement contained herein or in any other subsequently filed document which also is or is deemed to be incorporated by reference herein modifies or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Registration Statement.

## SIGNATURES

*Registrant.* Pursuant to the requirements of the Securities Act of 1933, the registrant 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 this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of New York, State of New York, on the 5<sup>th</sup> day of November 2003.

### SCHOLASTIC CORPORATION

By: /s/ RICHARD M. ROBINSON

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

## POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Richard Robinson his or her true and lawful attorney-in-fact and agent, with power of substitution and resubstitution, for him or her and in his or her name, place and stead, in any and all capacities, to sign any and all post-effective amendments to this registration statement, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agent full power and authority to do and perform each and every act and thing necessary and requisite to be done, as fully and to all the intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this registration statement has been signed by the following persons in the capacities and on the dates indicated.

Signature	Title	Date
<u>/s/ RICHARD ROBINSON</u> Richard Robinson	Chairman of the Board, President, Chief Executive Officer and Director (Principal Executive Officer)	November 5, 2003
<u>/s/ KEVIN J. MCENERY</u> Kevin J. McEnery	Executive Vice President and Chief Financial Officer (Principal Financial Officer)	November 5, 2003
<u>/s/ KAREN A. MALONEY</u> Karen A. Maloney	Vice President and Controller (Principal Accounting Officer)	November 5, 2003
<u>/s/ REBECA M. BARRERA</u> Rebeca M. Barrera	Director	November 5, 2003
<u>/s/ RAMON C. CORTINES</u> Ramon C. Cortines	Director	November 5, 2003
<u>/s/ JOHN L. DAVIES</u> John L. Davies	Director	November 5, 2003
<u>/s/ CHARLES T. HARRIS</u>	Director	November 5, 2003

Charles T. Harris, III

/s/ ANDREW S. HEDDEN

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Andrew S. Hedden

Director

November 5, 2003

/s/ MAE C. JEMISON

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Mae C. Jemison

Director

November 5, 2003

/s/ LINDA B. KEENE

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Linda B. Keene

Director

November 5, 2003

/s/ PETER M. MAYER

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Peter M. Mayer

Director

November 5, 2003

/s/ JOHN G. MCDONALD

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John G. McDonald

Director

November 5, 2003

/s/ AUGUSTUS K. OLIVER

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Augustus K. Oliver

Director

November 5, 2003

/s/ RICHARD M. SPAULDING

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Richard M. Spaulding

Director

November 5, 2003

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#### EXHIBIT INDEX

<b>Regulation S-K Exhibit Number</b>	<b>Description of Document</b>	<b>Page Number in Sequentially Numbered Copy</b>
Exhibit 4	Copy of Amendment Number Two to the Amended and Restated Scholastic Corporation Employee Stock Purchase Plan.	E-1
Exhibit 5	Opinion of Coudert Brothers.	E-2
Exhibit 23.1	Consent of Ernst & Young LLP.	E-3
Exhibit 23.2	Consent of Coudert Brothers LLP (included in Exhibit 5).	

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**AMENDMENT NUMBER TWO  
TO THE  
AMENDED AND RESTATED  
SCHOLASTIC CORPORATION EMPLOYEE STOCK PURCHASE PLAN**

1. Paragraph (a) of Section 3 of the Scholastic Corporation Employee Stock Purchase Plan (Amended and Restated as of March 1, 2000) (as amended, the "Plan") is amended by substituting: "900,000" for "200,000" where it appears therein.

Subject to the foregoing, the Plan remains in full force and effect in accordance with the terms thereof.

The foregoing amendment was duly approved by resolution of the Board of Directors of Scholastic Corporation adopted at its meeting held on July 15, 2003.

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[AMENDMENT NUMBER TWO TO THE AMENDED AND RESTATED SCHOLASTIC CORPORATION EMPLOYEE STOCK PURCHASE PLAN](#)

[LETTERHEAD OF COUDERT BROTHERS LLP]

November 5, 2003  
Scholastic Corporation  
557 Broadway  
New York, NY 10012

Ladies and Gentlemen:

We are rendering our opinion with respect to the legality of the 500,000 shares of Common Stock, par value \$.01 per share (the "Shares"), of Scholastic Corporation, a Delaware corporation (the "Company"), issuable pursuant to the Scholastic Corporation Employee Stock Purchase Plan (the "Plan"), which shares are being registered under the Securities Act of 1933, as amended, pursuant to the Company's Registration Statement on Form S-8 (the "Registration Statement").

As counsel to the Company, we are familiar with the corporate proceedings taken by the Company in connection with the authorization for issuance of the Shares, and we have examined such corporate records of the Company and other instruments and documents as we have deemed necessary for purposes of the opinion herein expressed.

Based on the foregoing, and having regard for such other legal and factual considerations we deem relevant, we are of the opinion that the Shares, upon issuance in accordance with the terms of the Plan, will constitute legally and validly issued, fully paid and nonassessable shares of the Common Stock of the Company.

We hereby consent to the inclusion of this opinion as Exhibit 5 to the Registration Statement.

Very truly yours,

/s/ Coudert Brothers LLP

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[\[LETTERHEAD OF COUDERT BROTHERS LLP\]](#)

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**EXHIBIT 23.1**

**CONSENT OF INDEPENDENT AUDITORS**

We consent to the incorporation by reference in this Registration Statement on Form S-8 and related Prospectus pertaining to the Amendment to the Scholastic Corporation Employee Stock Purchase Plan of our report dated July 14, 2003, with respect to the consolidated financial statements and schedule of Scholastic Corporation included in its Annual Report on Form 10-K for the year ended May 31, 2003 filed with the Securities and Exchange Commission.

/s/ Ernst & Young LLP

New York, New York  
November 5, 2003

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