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SCHOLASTIC CORP
Form SC 13G/A
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UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE 13G

Under the Securities Exchange Act of 1934

Amendment No: 2

Scholastic

(Name of Issuer)

Common Stock

(Title of Class of Securities)

807066105

(CUSIP Number)

December 31, 2014

(Date of Event Which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13-d-1(b)
- Rule 13-d-1(c)
- Rule 13-d-1(d)

*The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in 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).

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CUSIP No. 807066105

Schedule 13G

	1.	Name of Reporting Persons. I.R.S. Identification Nos. of above persons (entities only). Fairpointe Capital LLC 27-4469222 -----	
	2.	Check the Appropriate Box if a Member of a Group (See Instructions) N/A (a) [] (b) []	
	3.	SEC use only _____	
	4.	Citizenship or Place of Organization Chicago, IL -----	
Number of Shares Beneficially Owned by Each Reporting Person With:	5.	Sole Voting Power	2816540.0
	6.	Shared Voting Power	0
	7.	Sole Dispositive Power	2859714.0
	8.	Shared Dispositive Power	57800.0
	9.	Aggregate Amount Beneficially Owned by Each Reporting Person	2917514.0
	10.	Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)	None
	11.	Percent of Class Represented by Amount in Row (9)	8.9%
	12.	Type of Reporting Person (See Instructions)	IA

Item 1.

(a)	Name of Issuer	Scholastic Corp -----
(b)	Address of Issuer's Principal Executive Offices	557 Broadway ----- New York, NY 10012 -----

Item 2.

(a)	Name of Person Filing	Fairpointe Capital LLC -----
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(b) Address of Principal Business Office 1 N. Franklin Ste. 3300
or, if none, Residence Chicago, IL 60606

(c) Citizenship United States

(d) Title of Class of Securities Common stock

(e) CUSIP Number 807066105

Item 3. If this statement is filed pursuant to Sections 240.13d-1(b) or 240.13d-2(b) or (c), check whether the person filing is a:

- (a) Broker or Dealer registered under Section 15 of the Act (15 U.S.C. 78o).
- (b) Bank as defined in section 3(a)(6) of the Act (15 U.S.C. 78c).
- (c) Insurance Company as defined in section 3(a)(19) of the Act (15 U.S.C. 78c).
- (d) Investment Company registered under section 8 of the Investment Company Act of 1940 (15 U.S.C. 80a-8).
- (e) An investment adviser registered under Section 240.13d-1(b)(1)(ii)(E);
- (f) An employee benefit plan or endowment fund in accordance with Section 240.13d-1(b)(1)(ii)(F);
- (g) A parent holding company or control person in accordance with Section 240.13d-1(b)(1)(ii)(G);
- (h) A savings association as defined in Section 3(b) of the Federal Deposit Insurance Act (12 U.S.C. 1813);
- (i) A church plan that is excluded from the definition of an investment company under section 3(c)(14) of the Investment Company Act of 1940 (15 U.S.C. 80a-3);
- (j) Group, in accordance with Section 240.13d-1(b)(1)(ii)(J).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially owned 2917514.0

(b) Percent of class 8.9%

(c) Number of shares as to which the person has:

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(i)	Sole power to vote or to direct the vote	2816540.0

(ii)	Shared power to vote or to direct the vote	0

(iii)	Sole power to dispose or to direct the disposition of	2859714.0

(iv)	Shared power to dispose or to direct the disposition of	57800.0

Item 5. Ownership of Five Percent or Less of a Class

If this statement is being filed to report the fact that as of the date hereof the reporting person has ceased to be the beneficial owner of more than five percent of the class of securities, check the following ||

Item 6. Ownership of More than Five Percent on Behalf of Another Person

If any other person is known to have the right to receive or the power to direct the receipt of dividends from, or the proceeds from the sale of, such securities, a statement to that effect should be included in response to this item and, if such interest relates to more than five percent of the class, such person should be identified. A listing of the shareholders of an investment company registered under the Investment Company Act of 1940 or the beneficiaries of employee benefit plan, pension fund or endowment fund is not required.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company

If a parent holding company has filed this schedule, pursuant to Rule 13d-1(b)(ii)(G), so indicate under Item 3(g) and attach an exhibit stating the identity and the Item 3 classification of the relevant subsidiary. If a parent holding company has filed this schedule pursuant to Rule 13d-1(c) or Rule 13d-1(d), attach an exhibit stating the identification of the relevant subsidiary.

Item 8. Identification and Classification of Members of the Group

If a group has filed this schedule pursuant to Section 240.13d-1(b)(1)(ii)(J), so indicate under Item 3(j) and attach an exhibit stating the identity and Item 3 classification of each member of the group. If a group has filed this schedule pursuant to Section 240.13d-1(c) or Section 240.13d-1(d), attach an exhibit stating the identity of each member of the group.

Item 9. Notice of Dissolution of Group

Notice of dissolution of a group may be furnished as an exhibit stating the date of the dissolution and that all further filings with respect to transactions in the security reported on will be filed, if required, by members of the group, in their individual capacity. See Item 5.

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Item 10. Certification

- (a) The following certification shall be included if the statement is filed pursuant to the Securities Exchange Act of 1934. By signing below I certify that, to the best of my knowledge and belief, the securities were acquired and are held in the ordinary course of business and were not acquired for the purpose of or with the effect of changing or influencing the control of the issuer and were not acquired and are not held in connection with or as a participant in that purpose or effect.
- (b) N/A

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.

February 4, 2015

Date

Michelle Katauskas

Chief Compliance Officer

idth: 0; border-right-width: 1; border-bottom-width: 1">4. Transaction Code
 (Instr. 8)5. Number of Derivative Securities Acquired (A) or Disposed of (D)
 (Instr. 3, 4, and 5)6. Date Exercisable and Expiration Date
 (Month/Day/Year)7. Title and Amount of Underlying Securities
 (Instr. 3 and 4)8. Price of Derivative Security
 (Instr. 5)9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s)
 (Instr. 4)10. Ownership Form of Derivative Security: Direct (D) or Indirect (I)
 (Instr. 4)11. Nature of Indirect Beneficial Ownership
 (Instr. 4)CodeV(A)(D)Date ExercisableExpiration DateTitleAmount or Number of Shares Stock Units (2)09/12/2005 M 1,965 (3)
(4) (4) COMMON SHARES 1,965 (3) (4) 23,585 D

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NORD ERIC T 28601 CLEMENS ROAD WESTLAKE, OH 44145	X	X		

Signatures

Nicholas D. Pellecchia,
Attorney-In-Fact

09/12/2005

__Signature of Reporting Person

Date

Explanation of Responses:

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

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

- (1) Reporting person disclaims beneficial ownership of these securities.
- (2) Security converts into common stock on one-for-one basis.
- (3) Distribution in accordance with terms of Nordson's Directors' Deferred Compensation Plan. Reporting person retired 11/8/04.
- (4) Stock Units accrued through Nordson's Directors' Deferred Compensation Plan. Receipt of stock is not permissible until participant ceases to be a Director.

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

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. TD> 13.9%

O.S.S. Capital Management LP(4)

3,424,690 0 13.8%

Barclays Global Investors, NA(5)

1,485,003 0 6.0%

Wells Fargo & Company(6)

1,311,026 0 5.3%

Eduardo G. Abrao

0 65,266(7) *

Diane M. Barrett

0 152,413(7) *

Sidney Braginsky

12,818 37,500(8) *

Peter C. Brandt

250,000 0 1.0%

John G. Clarkson, M.D.

328 15,000(8) *

Donald A. Denkhous

400 30,000(8) *

Jeffrey F. Eisenberg

13,681 152,413(7) *

Pedro P. Granadillo

158 22,500(8) *

W. Neil Jones

2,512 93,598(7) *

Juan A. Mantelle

6,700 123,599(7) *

Michael D. Price

0 0 0%

Phillip M. Satow

8,998 44,297(9) *

Robert G. Savage

400 30,000(8) *

Robert C. Strauss

174,759 464,064(7) 2.5%

Wayne P. Yetter

1,094 40,000(8) *

**All Current Directors and Executive Officers
as of April 29, 2008 as a Group (12 persons)**

297,089 588,907 3.5%

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- * signifies less than 1%
- (1) Pursuant to the terms and conditions of Noven's non-qualified deferred compensation plan, each of our non-employee directors, other than Mr. Braginsky and Mr. Satow, has elected to defer receipt of the shares of Noven's common stock underlying restricted stock awards granted to him during 2006 and 2007, and Mr. Braginsky has elected to defer receipt of the shares of Noven's common stock underlying restricted stock awards granted to him during 2007. Accordingly, the number of shares owned does not include shares of Noven's common stock underlying vested restricted stock granted to our non-employee directors during 2006 and 2007

other than the 5,724 shares of Noven's common stock underlying the restricted stock granted to Mr. Braginsky during 2006.

- (2) Based on 24,830,902 shares of Noven's common stock outstanding at April 29, 2008. In calculating the percentage of ownership, all shares of Noven's common stock of which the identified person or group has the right to acquire beneficial ownership of on or before June 28, 2008 are deemed to be outstanding for the purpose of computing the percentage of the shares of Noven's common stock owned by that person or group. These shares are not, however, deemed to be outstanding for the purpose of computing the percentage of the shares of Noven's common stock owned by any other entity, person or group.

(3)

Based on the Form 4 filed by West Coast Asset Management, Inc., R. Atticus Lowe and Lance W. Helfert on March 28, 2008, and Amendment No. 2 to Schedule 13G filed by West Coast Asset Management, Inc., West Coast Opportunity Fund LLC, Paul J. Orfalea, Lance W. Helfert and R. Atticus Lowe on February 7, 2008 with the Securities and Exchange Commission. West Coast Asset Management, Inc. has advised that it shares the power to vote or to direct the vote and the power to dispose or to direct the disposition of 3,447,974 of these shares with each of Messrs. Orfalea, Helfert and Lowe and that Mr. Helfert has the sole power to vote or to direct the vote and the sole power to dispose or to direct the disposition of

the remaining
375 of these
shares. The
address of West
Coast Asset
Management,
Inc. is 2151
Alessandro Dr.,
Suite 100,
Ventura, CA
93001.

- (4) Based on the
Form 4s filed by
O.S.S. Capital
Management and
certain of its
affiliates on
March 17, 2008
and March 31,
2008, and the
Schedule 13G
filed by O.S.S.
Capital
Management LP
and certain of its
affiliates on
February 14,
2008 with the
Securities and
Exchange
Commission.
O.S.S. Capital
Management LP
has advised that
it shares the
power to vote or
to direct the vote
and the power to
dispose or to
direct the
disposition of
these shares with
its applicable
affiliates. The
address of O.S.S.
Capital
Management LP
is 598 Madison
Avenue, New
York, NY

10022.

- (5) Based on Schedule 13G filed by Barclays Global Investors, NA and certain of its affiliates on February 6, 2008 with the Securities and Exchange Commission. Barclays Global Investors, NA has advised that it and/or its applicable affiliates have the sole power to vote or to direct the vote of 1,161,596 of these shares and the sole power to dispose or to direct the disposition of all of these shares. The address of Barclays Global Investors, NA is 45 Fremont Street, San Francisco, CA 94105.
- (6) Based on Schedule 13G filed by Wells Fargo & Company on its own behalf and on behalf of certain of its subsidiaries on February 1, 2008 with the Securities and Exchange Commission.

Wells Fargo & Company has advised that it and/or its applicable subsidiaries have the sole power to dispose or to direct the disposition of all of these shares and that it and its subsidiary, Wells Capital Management Incorporated, have the sole power to vote or to direct the vote of 865,026 and 323,000 of these shares, respectively. The address of Wells Fargo & Company is 420 Montgomery Street, San Francisco, CA 94163.

- (7) Represents shares of Noven s common stock that may be acquired through stock options or SSARs exercisable on or before June 28, 2008 or shares of Noven s common stock underlying restricted stock awards scheduled to vest on or before June 28, 2008 as follows:
Dr. Abrao - 59,384 shares

that may be
acquired through
stock options
and 5,882 shares
that may be
acquired through
SSARs;

Ms. Barrett

146,531 shares
that may be
acquired through
stock options
and 5,882 shares
that may be
acquired through
SSARs;

Mr. Eisenberg

146,531 shares
that may be
acquired through
stock options
and 5,882 shares
that may be
acquired through
SSARs;

Mr. Jones

87,716 shares
that may be
acquired through
stock options
and 5,882 shares
that may be
acquired through
SSARs;

Mr. Mantelle

117,717 shares
that may be
acquired through
stock options
and 5,882 shares
that may be
acquired through
SSARs; and

Mr. Strauss

443,704 shares
that may be
acquired through
stock options
and 20,360
shares that may
be acquired

through SSARs.

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(8) Represents shares of Noven's common stock that may be acquired through stock options exercisable on or before June 28, 2008.

(9) Represents shares of Noven's common stock that may be acquired through SSARs exercisable on or before June 28, 2008.

Compliance with Section 16(a) of the Securities Exchange Act of 1934

Section 16(a) of the Securities Exchange Act of 1934 and the rules issued thereunder requires Noven's executive officers and directors to file with the Securities and Exchange Commission reports of ownership and changes in ownership of Noven's stock. Copies of these reports are furnished to Noven. Based solely on Noven's review of the copies of such reports furnished to Noven and representations from the persons subject to Section 16(a) with respect to Noven, we believe that during 2007 all of Noven's executive officers and directors complied with the Section 16(a) requirements.

Delivery of Voting Materials

To reduce the expenses of delivering duplicate proxy materials to our stockholders who may have more than one Noven stock account, we are taking advantage of "householding" rules that permit us to deliver only one set of the Proxy Statement and the 2007 Annual Report to stockholders who share an address unless otherwise requested. If you share an address with another stockholder and have received only one set of proxy materials and would like to receive separate copies of these materials, you may write or call us to request a separate copy of these materials at no cost to you. For future annual meetings, you may request separate proxy materials, or request that we send only one set of proxy materials to you if you are receiving multiple copies, by calling us at: 305-253-5099 or by writing us at: Noven Pharmaceuticals, Inc., 11960 S.W. 144th Street, Miami, Florida 33186, Attn: Corporate Secretary.

By Order of the Board of Directors

JEFF T. MIHM

*Vice President, General Counsel &
Corporate Secretary*

April 29, 2008

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**NOVEN PHARMACEUTICALS, INC.
PROXY FOR ANNUAL MEETING OF STOCKHOLDERS
TO BE HELD JUNE 5, 2008**

This Proxy is solicited on behalf of the Board of Directors of Noven Pharmaceuticals, Inc.

The signer(s) hereby appoint(s) Jeffrey F. Eisenberg, Michael D. Price and Jeff Mihm, or any one of them, with power of substitution in each, proxies to vote all Common Stock of the signer(s) in Noven Pharmaceuticals, Inc. at the Annual Meeting of Stockholders, to be held June 5, 2008, and at all adjournments thereof, as specified on the matters indicated hereon, and in their discretion on any other business that may properly come before such Meeting.

The shares represented by this Proxy will be voted as directed by the Stockholder(s) on the reverse side hereof. **If this Proxy is signed and returned but no direction is indicated, this Proxy will be voted FOR the election of each of the nominees named above and FOR Item 2 as set forth in the Proxy Statement dated April 29, 2008.**

(Continued and to be signed on the reverse side)

n

14475 n

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**ANNUAL MEETING OF STOCKHOLDERS OF
NOVEN PHARMACEUTICALS, INC.**

June 5, 2008

Please sign, date and mail
your proxy card in the
envelope provided as soon
as possible.

ê Please detach along perforated line and mail in the envelope provided. ê

n 20830000000000000000 4 060508

**THE BOARD OF DIRECTORS RECOMMENDS A VOTE FOR ALL NOMINEES AND FOR ITEM 2.
PLEASE SIGN, DATE AND RETURN PROMPTLY IN THE ENCLOSED ENVELOPE. PLEASE MARK
YOUR VOTE IN BLUE OR BLACK INK AS SHOWN HERE x**

1. ELECTION OF DIRECTORS: To elect eight directors for a term of one year as indicated below:

NOMINEES:

- | | |
|--|--------------------------|
| o FOR ALL NOMINEES | i Sidney Braginsky |
| | i Peter C. Brandt |
| | i John G. Clarkson, M.D. |
| o WITHHOLD AUTHORITY
FOR ALL NOMINEES | i Donald A. Denkhaus |
| | i Pedro P. Granadillo |
| | i Phillip M. Satow |
| o FOR ALL EXCEPT
(See instructions below) | i Robert G. Savage |
| | i Wayne P. Yetter |

INSTRUCTIONS: To withhold authority to vote for any individual nominee(s), mark **FOR ALL EXCEPT** and fill in the circle next to each nominee you wish to withhold, as shown here: 1

