

SCHOLASTIC CORP
Form 10-K
July 27, 2012

United States
Securities and Exchange Commission

Washington, D.C. 20549

Form 10-K

Annual Report pursuant to section 13 or 15(d) of
the Securities Exchange Act of 1934

For the fiscal year ended May 31, 2012 | Commission File No. 000-19860

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)

Registrant's telephone number, including area code: (212) 343-6100

Securities Registered Pursuant to Section 12(b) of the Act:

Title of class

Name of Each Exchange on Which Registered

Common Stock, \$0.01 par value

The NASDAQ Stock Market LLC

Securities Registered Pursuant to Section 12(g) of the Act:

NONE

Indicate by check mark if the Registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.

Yes No

Indicate by check mark if the Registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act.

Yes No

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

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Indicate by check mark whether the registrant has submitted electronically and posted on its corporate website, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of Registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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 definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company
Indicate by check mark whether the Registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes No

The aggregate market value of the Common Stock, par value \$0.01, held by non-affiliates as of November 30, 2011, was approximately \$672,608,413. As of such date, non-affiliates held no shares of the Class A Stock, \$0.01 par value. There is no active market for the Class A Stock.

The number of shares outstanding of each class of the Registrant's voting stock as of June 29, 2012 was as follows: 29,816,389 shares of Common Stock and 1,656,200 shares of Class A Stock.

Documents Incorporated By Reference

Part III incorporates certain information by reference from the Registrant's definitive proxy statement for the Annual Meeting of Stockholders to be held September 19, 2012.

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Part I

Item 1 | Business

Overview

Scholastic Corporation (the Corporation and together with its subsidiaries, Scholastic or the Company) is a global children's publishing, education and media company. Since its founding in 1920, Scholastic has emphasized quality products and a dedication to reading and learning. The Company is the world's largest publisher and distributor of children's books and a leading provider of educational technology products and related services and children's media. Scholastic creates quality books and ebooks, print and technology-based learning materials and programs, magazines, multi-media and other products that help children learn both at school and at home. The Company is a leading operator of school-based book clubs and book fairs in the United States. It distributes its products and services through these proprietary channels, as well as directly to schools and libraries, through retail stores and through the internet. The Company's website, scholastic.com, is a leading site for teachers, classrooms and parents and an award-winning destination for children. Scholastic has operations in the United States, Canada, the United Kingdom, Australia, New Zealand, Ireland, India, China, Singapore and other parts of Asia, and, through its export business, sells products in over 140 countries.

The Company currently employs approximately 7,200 people in the United States and approximately 2,000 people outside the United States.

Operating Segments – Continuing Operations

The Company categorizes its businesses into five reportable segments: *Children's Book Publishing and Distribution*; *Educational Technology and Services*; *Classroom and Supplemental Materials Publishing*; *Media, Licensing and Advertising* (which collectively represent the Company's domestic operations); and *International*. This classification reflects the nature of products, services and distribution consistent with the method by which the Company's chief operating decision-maker assesses operating performance and allocates resources.

During the quarter ended August 31, 2011, the Company determined that its reportable segment structure is now comprised of the five reportable segments referred to above. Accordingly, the Company has presented segment data in prior periods consistent with this change in reportable segments.

The following table sets forth revenues by operating segment for the three fiscal years ended May 31:

	(Amounts in millions)		
	2012	2011	2010
Children's Book Publishing and Distribution	\$ 1,111.3	\$ 922.0	\$ 910.6
Educational Technology and Services	254.7	230.8	262.8
Classroom and Supplemental Materials Publishing	208.2	197.2	213.7
Media, Licensing and Advertising	85.0	93.0	95.1
International	489.6	444.9	412.0
Total	\$ 2,148.8	\$ 1,887.9	\$ 1,894.2

Additional financial information relating to the Company's operating segments is included in Note 4 of Notes to Consolidated Financial Statements in Item 8, Consolidated Financial Statements and Supplementary Data, which is included herein.

CHILDREN'S BOOK PUBLISHING AND DISTRIBUTION

(51.7% of fiscal 2012 revenues)

General

The Company's *Children's Book Publishing and Distribution* segment operates as an integrated business which includes the publication and distribution of children's books in the United States through school-based book clubs, book fairs, ecommerce and the trade channel.

The Company is the world's largest publisher and distributor of children's books and is a leading operator of school-based book clubs and school-based book fairs in the United States. The Company is also a leading publisher of children's print and electronic books distributed through the trade channel. Scholastic offers a broad range of children's books, many of which have received awards for excellence in children's literature, including the Caldecott and Newbery Medals. The Company also markets books to teachers, parents and children through *Storia*, a new interactive and educational eReading app and ebookstore for children, launched during fiscal 2012 through the book club and book fair channels. *Storia* gives access to a growing selection of ebooks and also allows teachers and parents to track the reader's progress through each book and makes reading easier with the *Storia* dictionary, which defines and pronounces any word the reader highlights. Selected titles offered through the ebookstore are enriched ebooks, which include word games, story interactions and animation.

The Company obtains titles for sale through its distribution channels from three principal sources. The first source for titles is the Company's publication of books created under exclusive agreements with authors, illustrators, book packagers or other media companies. Scholastic generally controls the exclusive rights to sell these titles through all channels of distribution in the United States and, to a lesser extent, internationally. Scholastic's second source of titles is obtaining licenses to publish books exclusively in specified channels of distribution, including reprints of books originally published by other publishers for which the Company acquires rights to sell in the school market. The third source of titles is the Company's purchase of finished books from other publishers.

School-Based Book Clubs

Scholastic founded its first school-based book club in 1948. The Company's school-based book clubs consist of Honeybee®, serving toddlers to age 4; Firefly®, serving pre-kindergarten (pre-K) and kindergarten (K) students; SeeSaw®, serving students grades K to 1; Lucky®, serving students grades 2 to 3; Arrow®, serving students grades 4 to 6; TAB®, serving students grades 7 and up; and Club Leo, which provides Spanish language offers to students in pre-K to grade 6. In addition to its regular offers, the Company creates special theme-based and seasonal offers targeted to different grade levels during the year.

The Company mails promotional materials containing order forms to teachers in the vast majority of the pre-K to grade 8 schools in the United States. Teachers who wish to participate in a school-based book club distribute the promotional materials to their students, who may choose from selections at substantial reductions from list prices. The teacher aggregates the students' orders and forwards them to the Company by internet, phone, mail or fax. The Company estimates that approximately 65% of all elementary school teachers in the United States participate in the Company's school-based book clubs. In fiscal 2012, over 80% of total book club orders were placed via the internet through COOL (Clubs Ordering On-Line), a new version of the Company's online ordering platform rolled out to all customers in the fall of 2010 which allows parents, as well as teachers, to order online, with improved ecommerce functionality. The orders are shipped to the classroom for distribution to the students. Sponsors who participate in the book clubs receive bonus points and other promotional incentives, which may be redeemed from the Company for the purchase of additional books and other resource materials for their classrooms or the school.

School-Based Book Fairs

The Company began offering school-based book fairs in 1981 under the name Scholastic Book Fairs. Today, the Company is the leading distributor of school-based book fairs with operations in all 50 states. Book fairs give children access to hundreds of popular, quality books and educational materials, increase student reading, and help raise funds for the purchase of school library and classroom books, supplies, and equipment. Book fairs are generally weeklong events where children and families peruse and purchase their favorite books together. The Company delivers its book fairs from its warehouses to schools principally by a fleet of leased and Company-owned vehicles. Sales and customer service representatives, working from the Company's regional offices, distribution facilities, and national distribution facility in Missouri, along with local area field representatives, provide support to book fair organizers. Book fairs are run by school volunteers and parent-teacher organizations, which receive a portion of the school's sales or books and educational materials from every book fair they host for the school. The Company is currently focused on increasing the number of second and third fairs conducted by its school customers during the school year and increasing attendance at each book fair event. Approximately 90% of the schools that conducted a Scholastic Book Fair in fiscal 2011 hosted a fair in fiscal 2012.

Trade

Scholastic is a leading publisher of children's books sold through bookstores, internet retailers and mass merchandisers in the United States. The Company maintains approximately 5,200 titles for trade distribution. Scholastic's original publications include *Harry Potter*[®], *The Hunger Games*, *The 39 Clues*[®], *The Magic School Bus*[®], *I Spy*, *Captain Underpants*[®], *Goosebumps*[®], and *Clifford The Big Red Dog*[®], and licensed properties such as *Star Wars*[®], *Lego*[®] and *Geronimo Stilton*[®]. In addition, the Company's Klutz[®] imprint is a publisher and creator of books plus products for children, including titles such as *Paper Airplanes*, *Fancy Friendship Bracelets* and *Spiral Draw*.

The Company's trade organization focuses on publishing, marketing and selling print and ebook properties to bookstores, internet retailers, mass merchandisers, specialty sales outlets and other book retailers. The Company maintains a talented and experienced creative staff that constantly seeks to attract, develop and retain the best children's authors and illustrators. The Company believes that its trade publishing staff, combined with the Company's reputation and distribution channels, provides a significant competitive advantage, evidenced by numerous bestsellers over the past decade. Print bestsellers in the Trade division during fiscal 2012 included the *Hunger Games* trilogy by Suzanne Collins, which was also an ebook bestseller, *The 39 Clues*[®] series and the *Harry Potter* series, as well as other titles, such as *Wonderstruck* by Brian Selznick, *The Scorpio Races* by Maggie Stiefvater, and *Super Diaper Baby 2: The Invasion of the Potty Snatchers* by Dav Pilkey.

EDUCATIONAL TECHNOLOGY AND SERVICES

(11.9% of fiscal 2012 revenues)

General

Educational Technology and Services includes the production and distribution to schools of curriculum-based learning technology and materials for grades pre-kindergarten to 12 in the United States, together with related implementation and assessment services and school consulting services.

Scholastic Education

Scholastic Education, which encompasses the Company's core curriculum publishing operations, develops and distributes technology-based instructional materials directly to schools in the United States, primarily purchased through school and district budgets, often with the help of federal and state funding, as well as local funding. These operations include reading and math improvement programs and other educational technology products, as well as consulting and professional development services.

Scholastic Education's efforts are focused on partnering with school districts to raise student achievement by providing solutions that combine technology, content and services in the areas of reading and math. Significant technology-based reading improvement programs that Scholastic offers include: READ 180[®], an intensive reading intervention program for students in grades 4 to 12 reading at least two years below grade level, READ 180[®] *Next Generation*, a substantially revised version of the original product; System 44[®], an intensive intervention program for students in grades 4 to 12 who have not yet mastered the 44 sounds and 26 letters of the English language; and Scholastic Reading Inventory, which is a research-based, computer-adaptive assessment for grades K to 12 that allows educators to assess a student's reading comprehension. Other major programs include FASTT Math[®], a technology-based program to improve math fluency developed with the creator of READ 180, and Do The Math[®], a mathematics intervention program created by Marilyn Burns, a nationally known math educator and the founder of Math Solutions, as well as subscriptions to reference databases for schools and libraries. The Company considers its educational technology products and related services to be a growth driver and continues to focus on investment in its technology and services businesses.

CLASSROOM AND SUPPLEMENTAL MATERIALS PUBLISHING

(9.7% of fiscal 2012 revenues)

General

Classroom and Supplemental Materials Publishing includes the publication and distribution to schools and libraries of children's books, classroom magazines, supplemental classroom materials and print and on-line reference and non-fiction products for grades pre-kindergarten to 12 in the United States.

Scholastic Classroom and Community Group

The Company is the leading provider of classroom libraries and paperback collections, including classroom books and guided reading products, to schools and school districts for classroom libraries and other uses, as well as to literacy organizations. Scholastic helps schools compile classroom collections of high quality, award-winning books for every grade level, reading level, and multicultural background, including the *Phyllis C. Hunter* and the *Marilyn Burns Math Classroom Library* series.

The teaching resources business publishes and sells professional books designed for and generally purchased by teachers, both directly from the Company and through teacher stores and booksellers, including the Company's on-line Teacher store, which provides professional books and other educational materials to schools and teachers.

Scholastic Library Publishing and Classroom Magazines

Scholastic is a leading publisher of quality children's reference and non-fiction products sold primarily to schools and libraries in the United States. The Company's products also include non-fiction books published in the United States under the imprints Children's Press® and Franklin Watts®.

Scholastic is a leading publisher of classroom magazines. Teachers in grades pre-K to 12 use the Company's 30 classroom magazines, including *Scholastic News*®, *Junior Scholastic*® and *Weekly Reader*®, to supplement formal learning programs by bringing subjects of current interest into the classroom, including literature, math, science, current events, social studies and foreign languages. Each magazine has its own separate website with online resources that supplement the print materials. Scholastic's classroom magazine circulation in the United States in fiscal 2012 was 7.1 million, with approximately two-thirds of the circulation in grades pre-K to six. The majority of magazines purchased are paid for with school or district funds, with parents and teachers paying for the balance. Circulation revenue accounted for substantially all of the classroom magazine revenues in fiscal 2012.

MEDIA, LICENSING AND ADVERTISING

(4.0% of fiscal 2012 revenues)

General

The Company's *Media, Licensing and Advertising* segment includes the production and/or distribution of digital media, consumer promotions and merchandising and advertising revenue, including sponsorship programs.

Production and Distribution

Through Scholastic Media, the Company creates and produces programming and digital content for all platforms, including television, DVDs, audio, movies, interactive games, apps (applications) and websites. Scholastic Media builds consumer awareness and value for the Company's franchises by creating family-focused media that form the foundation for the Company's global branding campaigns. The media group generates revenue by exploiting these assets throughout the Scholastic distribution channels, globally across multiple media platforms and by developing and executing cross platform brand-marketing campaigns that support the Company's key franchises. Scholastic Media consists of Scholastic Entertainment Inc. (SEI), Scholastic audio, Soup2Nuts Inc. (S2N), Weston Woods Studios, Inc. and Scholastic Interactive L.L.C.

SEI has built a television library consisting of over 500 half-hour productions, including: *Clifford The Big Red Dog*®, *Clifford's Puppy Days*®, *WordGirl*®, *Maya & Miguel*®, *The Magic School Bus*®, *Turbo Dogs*, *I Spy*, *Goosebumps*®, *Animorphs*®, *Dear America*®, *Horrible Histories*®, *Sammy's Storyshop*®, *Stellaluna*, *The Very Hungry Caterpillar* and *The Baby-sitters Club*®. These series have been sold in the United States and throughout the world and have garnered over 130 major awards including Emmys, Peabodys and an Academy award.

S2N, an award-winning animation and audio production studio, has produced television programming, including the animated series *Time Warp Trio* and *O Grady*, and, with SEI, has produced 25 additional half-hour episodes of the Emmy award-winning animated series *Word Girl*. Weston Woods Studios Inc. creates audiovisual adaptations of classic children's picture books, such as *Where the Wild Things Are*, *Chrysanthemum* and *Make Way for Ducklings*, which were initially produced for the school and library market and are now distributed through the retail market. Scholastic audio produces young adult and children's audio recordings for the school, library and retail markets.

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Scholastic Interactive creates original and licensed consumer software, including handheld and console products with accessories and mobile apps, for grades Pre-K to 8. Its products are distributed through the Company's school-based software clubs, book clubs and book fairs, as well as to the library/teacher market and the retail market. The Company's Nintendo DS, Nintendo Wii, Leapster, Leap Pad, Tag and Tag Junior

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CD-ROM titles include the series *I Spy*, *Brain Play*®, *Clifford*®, *Goosebumps*®, *The Magic School Bus*®, *The 39 Clues*® series, *Scholastic Animal Genius*® and *Math Missions*®.

Other

Also included in this segment is Scholastic In-School Marketing, which develops sponsored educational materials and supplementary classroom programs in partnership with government agencies, nonprofit organizations and business organizations, as well as the Company's consumer magazines business.

INTERNATIONAL

(22.7% of fiscal 2012 revenues)

General

The *International* segment includes the publication and distribution of products and services outside the United States by the Company's international operations, and its export and foreign rights businesses.

Scholastic has operations in Canada, the United Kingdom, Australia, New Zealand, Ireland, India, China, Singapore and other parts of Asia. Scholastic's operations in Canada, the United Kingdom and Australia generally mirror its United States business model. The Company's international operations have original trade and educational publishing programs; distribute children's books, software and other materials through school-based book clubs, school-based book fairs and trade channels; distribute magazines; and offer on-line services. Many of the Company's international operations also have their own export and foreign rights licensing programs and are book publishing licensees for major media properties. Original books published by most of these operations have received awards for excellence in children's literature. In Asia, the Company also publishes and distributes reference products and provides services under the Grolier name, and it also operates tutorial centers that provide English language training to students.

Canada

Scholastic Canada, founded in 1957, is a leading publisher and distributor of English and French language children's books. Scholastic Canada also is the largest school-based book club and school-based book fair operator in Canada and is one of the leading suppliers of original or licensed children's books to the Canadian trade market. Since 1965, Scholastic Canada has also produced quality Canadian-authored books and educational materials, including an early reading program sold to schools for grades K to 6.

United Kingdom

Scholastic UK, founded in 1964, is the largest school-based book club and school-based book fair operator and a leading children's publisher in the United Kingdom. Scholastic UK also publishes supplemental educational materials, including professional books for teachers, and is one of the leading suppliers of original or licensed children's books to the United Kingdom trade market.

Australia

Scholastic Australia, founded in 1968, is the largest school-based book club and book fair operation in Australia, reaching approximately 90% of the country's primary schools. Scholastic Australia also publishes quality children's books supplying the Australian trade market.

New Zealand

Scholastic New Zealand, founded in 1962, is the largest children's book publisher and the leading book distributor to schools in New Zealand. Through its school-based book clubs and book fairs, Scholastic New Zealand reaches approximately 90% of the country's primary schools. In addition, Scholastic New Zealand publishes quality children's books supplying the New Zealand trade market.

Asia

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The Company's Asian operations include initiatives for educational programs based out of Singapore, as well as the wholly-owned Grolier direct sales business, which sells English language reference materials and early childhood learning materials through a network of independent sales representatives in India, Indonesia, Malaysia, the Philippines, Singapore and Thailand. In addition, the Company operates school-based book clubs and book fairs throughout Asia; publishes original titles in English and Hindi languages in India, including specialized curriculum books for local schools; conducts reading improvement programs inside local schools in the Philippines; and operates a chain of English language tutorial centers in China in cooperation with local partners.

Foreign Rights and Export

The Company licenses the rights to selected Scholastic titles in over 45 languages to other publishing companies around the world. The Company's export business sells educational materials, software and children's books to schools, libraries, bookstores and other book distributors in over 140 countries that are not otherwise directly serviced by Scholastic subsidiaries. The Company partners with governments and non-governmental agencies to create and distribute books to public schools in developing countries.

Discontinued Operations

The Company closed or sold several operations during fiscal 2008, 2009, 2010 and 2012 and presently holds for sale one operation. All of these businesses are classified as discontinued operations in the Company's financial statements.

During the first quarter of fiscal 2011, the Company determined that its distribution facility in Danbury, Connecticut (the Danbury Facility) was no longer held for sale. Accordingly, the assets, liabilities and results of operations of the Danbury Facility are included in continuing operations for all periods presented.

PRODUCTION AND DISTRIBUTION

The Company's books, magazines, software and interactive products and other materials are manufactured by the Company with the assistance of third parties under contracts entered into through arms-length negotiations or competitive bidding. As appropriate, the Company enters into multi-year agreements that guarantee specified volume in exchange for favorable pricing terms. Paper is purchased directly from paper mills and other third-party sources. The Company does not anticipate any difficulty in continuing to satisfy its manufacturing and paper requirements.

In the United States, the Company mainly processes and fulfills orders for school-based book club, trade, curriculum publishing, reference and non-fiction products and export orders from its primary warehouse and distribution facility in Jefferson City, Missouri. Magazine orders are processed at the Jefferson City facility and are shipped directly from printers. Orders for ebooks are fulfilled through a third party.

In connection with its trade business, the Company sometimes will ship product directly from printers to customers. School-based book fair orders are fulfilled through a network of warehouses across the country. The Company's international school-based book club, school-based book fair, trade and educational operations use distribution systems similar to those employed in the U.S.

CONTENT ACQUISITION

Access to intellectual property or content (Content) for the Company's product offerings is critical to the success of the Company's operations. The Company incurs significant costs for the acquisition and development of Content for its product offerings. These costs are often deferred and recognized as the Company generates revenues derived from the benefits of these costs. These costs include the following:

Prepublication costs. Prepublication costs are incurred in all of the Company's reportable segments. Prepublication costs include costs incurred to create and develop the art, prepress, editorial, digital conversion and other content required for the creation of the master copy of a book or other media. While prepublication costs in the *Children's Book Publishing and Distribution* segment are relatively modest amounts for each individual title, there are a large number of separate titles published annually. Prepublication costs in the *Educational Technology and Services* segment are often in excess of \$1 million for an individual program, as the development of Content for complex intervention and educational programs requires significant resources and investment.

Royalty advances. Royalty advances are incurred in all of the Company's reportable segments, but are most prevalent in the *Children's Book Publishing and Distribution* segment and enable the Company to obtain contractual commitments from authors to produce Content. The Company regularly provides authors with advances against expected future royalty payments, often before the books are written. Upon publication and sale of the books or other media, the authors generally will not receive further royalty payments until the contractual royalties earned from sales of such books or other media exceed such advances. The Company values its position in the market as the largest publisher and distributor of children's books in obtaining Content, and the Company's experienced editorial staff aggressively acquires new and established authors.

Production costs. Production costs are incurred in the *Media, Licensing and Advertising* segment. Production costs include the costs to create films, television programming, home videos and other entertainment Content. These costs include the costs of talent, artists,

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production crews and editors, as well as other costs incurred in connection with the production of this Content. Advertising and promotional costs are not included in production costs.

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SEASONALITY

The Company's school-based book clubs, school-based book fairs and most of its magazines operate on a school-year basis. Therefore, the Company's business is highly seasonal. As a result, the Company's revenues in the first and third quarters of the fiscal year generally are lower than its revenues in the other two fiscal quarters. Typically, school-based book club and book fair revenues are greatest in the second quarter of the fiscal year, while revenues from the sale of instructional materials and educational technology products are typically highest in the first quarter. The Company generally experiences a loss from operations in the first and third quarters of each fiscal year.

COMPETITION

The markets for children's books and entertainment materials and educational technology products and other educational materials are highly competitive. Competition is based on the quality and range of materials made available, price, promotion and customer service, as well as the nature of the distribution channels. Competitors include numerous other book, ebook, textbook, library, reference material and supplementary text publishers, distributors and other resellers (including over the internet) of children's books and other educational materials, national publishers of classroom and professional magazines with substantial circulation, numerous producers of television and film programming (many of which are substantially larger than the Company), television and cable networks, publishers of computer software and interactive products, and distributors of products and services on the internet. In the United States, competitors also include regional and local school-based book fair operators, other fundraising activities in schools, and bookstores. In its educational technology business, additional competitive factors include the demonstrated effectiveness of the products being offered, as well as available funding sources to school districts, and, although the Company believes no other organization or company offers as comprehensive an offering as its suite of reading intervention products and services, the Company faces competition from textbook publishers, distributors of other technology-based programs addressing the subject areas of the Company's offerings, such as reading, phonics and mathematics, and, with respect to its consulting services, not-for-profit organizations providing consulting covering various areas related to education. Competition may increase to the extent that other entities enter the market and to the extent that current competitors or new competitors develop and introduce new materials that compete directly with the products distributed by the Company or develop or expand competitive sales channels. The Company believes that its position as both a publisher and distributor are unique to certain of the markets in which it competes, principally in the context of its children's book business.

COPYRIGHT AND TRADEMARKS

As an international publisher and distributor of books, software and other media products, Scholastic aggressively utilizes the intellectual property protections of the United States and other countries in order to maintain its exclusive rights to identify and distribute many of its products. Accordingly, SCHOLASTIC is a trademark registered in the United States and in a number of countries where the Company conducts business. The Corporation's principal operating subsidiary in the United States, Scholastic Inc., and the Corporation's international subsidiaries have registered and/or have pending applications to register in relevant territories trademarks for important services and programs. All of the Company's publications, including books, magazines and software and interactive products, are subject to copyright protection both in the United States and internationally. The Company also obtains domain name protection for its internet domains. The Company seeks to obtain the broadest possible intellectual property rights for its products, and because inadequate legal and technological protections for intellectual property and proprietary rights could adversely affect operating results, the Company vigorously defends those rights against infringement.

Executive Officers

The following individuals have been determined by the Board of Directors to be the executive officers of the Company. Each such individual serves in his or her position with Scholastic until such person's successor has been elected or appointed and qualified or until such person's earlier resignation or removal.

Name	Age	Employed by Registrant Since	Position(s) for Past Five Years
Richard Robinson	75	1962	Chairman of the Board (since 1982), President (since 1974) and Chief Executive Officer (since 1975).
Maureen O. Connell	50	2007	Executive Vice President, Chief Administrative Officer and Chief Financial Officer (since 2007).
Margery W. Mayer	60	1990	Executive Vice President (since 1990), President, Scholastic Education (since 2002) and Executive Vice President, Learning Ventures (1998-2002).
Judith A. Newman	54	1993	Executive Vice President and President, Book Clubs and eCommerce (since 2011), Book Clubs (since 2005) and Scholastic At Home (2005-2006); Senior Vice President and President, Book Clubs and Scholastic At Home (2004-2005); and Senior Vice President, Book Clubs (1997-2004).
Lucinda J. Durning	57	2012	Senior Vice President, Human Resources and Employee Services (since 2012). Prior to joining the Company, Vice President, Human Resources at Columbia University (2006-2011); Senior Vice President, Human Resources at Cigna (2001-2004); and Director of Human Resources at Times Publishing Company (1991-1996).
Andrew S. Hedden	71	2008	Member of the Board of Directors (since 1991) and Executive Vice President, General Counsel and Secretary (since 2008); prior to joining the Company, partner at the law firm of Baker & McKenzie LLP (2005-2008) and the law firm of Coudert Brothers LLP (1975-2005).
Alan Boyko	58	1988	President of Scholastic Book Fairs, Inc. (since 2005).

Available Information

The Corporation's annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and any amendments to those reports are accessible at the Investor Relations portion of its website and are available, without charge, as soon as reasonably practicable after such reports are electronically filed or furnished to the Securities and Exchange Commission (SEC). The Company also posts the dates of its upcoming scheduled financial press releases, telephonic investor calls and investor presentations on the Events and Presentations portion of its website at least five days prior to the event. The Company's investor calls are open to the public and remain available through the Company's website for at least 45 days thereafter.

The public may also read and copy materials that the Company files with the SEC at the SEC's Public Reference Room at 100 F Street, N.E., Washington, DC 20549. The public may obtain information, as well as copies of the Company's filings, from the Office of Investor Education and Advocacy by calling the SEC at 1-800-SEC-0330. The SEC also maintains an internet site, at www.sec.gov, that contains reports, proxy and information statements and other information regarding issuers that file electronically with the SEC.

Item 1A | Risk Factors

Set forth below and elsewhere in this Annual Report on Form 10-K and in other documents that the Corporation files with the SEC are risks that should be considered in evaluating the Corporation's common stock, as well as risks and uncertainties that could cause the actual future results of the Company to differ from those expressed or implied in the forward-looking statements contained in this Report and in other public statements the Company makes. Additionally, because of the following risks and uncertainties, as well as other variables affecting the Company's operating results, the Company's past financial performance should not be considered an indicator of future performance.

If we cannot anticipate trends and develop new products or adapt to new technologies responding to changing customer preferences, this could adversely affect our revenues or profitability.

The Company operates in highly competitive markets that are subject to rapid change, including, in particular, changes in customer preferences and changes and advances in relevant technologies. There are substantial uncertainties associated with the Company's efforts to develop successful educational, trade publishing, entertainment and software and interactive products and services for its customers, as well as to adapt its print and other materials to new digital technologies, including the internet and ebook reader devices. The Company makes significant investments in new products and services that may not be profitable, or whose profitability may be significantly lower than the Company has experienced historically. In particular, in the context of the Company's current focus on key digital opportunities, including ebooks for children, the market is developing and the Company may be unsuccessful in establishing itself as a significant factor in any market which does develop. Many aspects of an ebook market which could develop for children, such as the nature of the relevant software and hardware, the size of the market, relevant methods of delivery, including affordable devices, and relevant content, as well as pricing models, are just beginning to take shape and will, most likely, be subject to change on a recurrent basis until a pattern develops and the potential market for children becomes more defined. There can be no assurance that the Company will be successful in implementing its ebook strategy, including the recent launch of its Storia™ eReading app and ebookstore for children, which could adversely affect the Company's revenues and growth opportunities. The Company has relied on outside providers to assist in the development of ebook reader technologies. The failure of these providers to continue to deliver services to the Company as expected would have a negative effect on the Company's endeavors in these new markets. In addition, the Company faces technological risks associated with software product development and service delivery in its educational technology and ecommerce businesses, as well as its internal business support systems, which could involve service failures, delays or internal system failures that result in damages, lost business or failures to be able to fully exploit business opportunities.

Our financial results would suffer if we fail to successfully meet market needs in school-based book clubs and book fairs, two of our core businesses.

The Company's school-based book clubs and book fairs are core businesses, which produce a substantial part of the Company's revenues. The Company is subject to the risk that it will not successfully develop and execute new promotional strategies for its school-based book clubs or book fairs in response to future customer trends, including any trends relating to a demand for ebooks on the part of customers, or technological changes or that it will not otherwise meet market needs in these businesses in a timely or cost-effective fashion and successfully maintain teacher or school sponsorship levels, which would have an adverse effect on the Company's financial results.

If we fail to maintain the continuance of strong relationships with our authors, illustrators and other creative talent, as well as to develop relationships with new creative talent, our business could be adversely affected.

The Company's business, in particular the trade publishing and media portions of the business, is highly dependent on maintaining strong relationships with the authors, illustrators and other creative talent who produce the products and services that are sold to its customers. Any overall weakening of these relationships, or the failure to develop successful new relationships, could have an adverse impact on the Company's business and financial performance.

If we fail to adapt to new purchasing patterns or requirements, our business and financial results could be adversely affected.

The Company's business is affected significantly by changes in customer purchasing patterns or trends in, as well as the underlying strength of, the educational, trade, entertainment and software markets. In particular, the Company's educational technology and services and educational publishing businesses may be adversely affected by budgetary restraints and other changes in state educational funding as a result of new legislation or regulatory actions, both at the federal and state level, as well as changes in the procurement process, to which the Company may be unable to adapt successfully. In addition, there are many competing demands for educational funds, and there can be no guarantee that the Company will otherwise be successful in continuing to obtain sales of its products from any available funding.

The competitive pressures we face in certain of our businesses could adversely affect our financial performance and growth prospects.

The Company is subject to significant competition, including from other educational and trade publishers and media, entertainment and internet companies, as well as retail and internet distributors, many of which are substantially larger than the Company and have much greater resources. To the extent the Company cannot meet these challenges from existing or new competitors, including in the educational publishing business, and develop new product offerings to meet customer preferences or needs, the Company's revenues and profitability could be adversely affected.

The reputation of the Company is one of its most important assets, and any adverse publicity or adverse events, such as a significant data privacy breach, could cause significant reputational damage and financial loss.

The businesses of the Company focus on learning and education, and its key relationships are with educators, teachers, parents and children. In particular, the Company believes that, in selecting its products, teachers, educators and parents rely on the Company's reputation for quality educational products appropriate for children. Also, in certain of its businesses the Company holds significant volumes of personal data, including that of customers, and, in its educational technology business, students. Adverse publicity, whether or not valid, could reduce demand for the Company's products or adversely affect its relationship with teachers or educators, impacting participation in book clubs or book fairs or decisions to purchase educational technology or other products or services of the Company's educational technology business. Further, a failure to adequately protect personal data, including that of customers or students, or other data security failure could lead to penalties, significant remediation costs and reputational damage, including loss of future business.

If we are unsuccessful in implementing our corporate strategy we may not be able to maintain our historical growth.

The Company's future growth depends upon a number of factors, including the ability of the Company to successfully implement its strategies for the respective business units in a timely manner, the introduction and acceptance of new products and services, including the success of its digital strategy and its ability to implement new product introductions in its educational technology business, its ability to expand in the global markets that it serves and its continuing success in implementing on-going cost containment and reduction programs. Difficulties, delays or failures experienced in connection with any of these factors could materially affect the future growth of the Company.

Increases in certain operating costs and expenses, which are beyond our control and can significantly affect our profitability, could adversely affect our operating performance.

The Company's major expense categories include employee compensation and printing, paper and distribution (such as postage, shipping and fuel) costs. The Company offers its employees competitive salaries and benefit packages in order to attract and retain the quality of employees required to grow and expand its businesses. Compensation costs are influenced by general economic factors, including those affecting costs of health insurance, post-retirement benefits and any trends specific to the employee skill sets that the Company requires.

Paper prices fluctuate based on worldwide demand and supply for paper, in general, as well as for the specific types of paper used by the Company. If there is a significant disruption in the supply of paper or a significant increase in such costs, or in its shipping or fuel costs, beyond those currently anticipated, which would generally be beyond the control of the Company, or if the Company's strategies to try to manage these costs, including additional cost savings initiatives, are ineffective, the Company's results of operations could be adversely affected.

The inability to obtain and publish best-selling new titles such as Harry Potter and the *Hunger Games* trilogy could cause our future results to decline in comparison to historical results.

The Company invests in authors and illustrators for its Trade publication business, and has a history of publishing hit titles such as Harry Potter and the *Hunger Games* trilogy. The inability to publish best-selling new titles in future years could negatively impact the Company.

The loss of or failure to obtain rights to intellectual property material to our businesses would adversely affect our financial results.

The Company's products generally comprise intellectual property delivered through a variety of media. The ability to achieve anticipated results depends in part on the Company's ability to defend its intellectual property against infringement, as well as the breadth of rights obtained. The Company's operating results could be adversely affected by inadequate legal and technological protections for its intellectual property and proprietary rights in some jurisdictions, markets and media, as well as by the costs of dealing with claims alleging infringement involving business method patents in the ecommerce and internet area, and the Company's revenues could be constrained by limitations on the rights that the Company is able to secure to exploit its intellectual property in different media and distribution channels.

Because we sell our products and services in foreign countries, changes in currency exchange rates, as well as other risks and uncertainties, could adversely affect our operations and financial results.

The Company has various operating subsidiaries domiciled in foreign countries. In addition, the Company sells products and services to customers located in foreign countries where it does not have operating subsidiaries. Accordingly, the Company could be adversely affected by changes in currency exchange rates, as well as by the political and economic risks attendant to conducting business in foreign countries. These risks include the potential of political instability in developing nations where the Company is conducting business.

Certain of our activities are subject to weather risks, which could disrupt our operations or otherwise adversely affect our financial performance.

The Company conducts certain of its businesses and maintains warehouse and office facilities in locations that are at risk of being negatively affected by severe weather events, such as hurricanes, tornados, floods or snowstorms. This could impact the Company's school-based book clubs, school-based book fairs and education businesses, in particular as a result of school closures caused by such events. Accordingly, the Company could be adversely affected by any future significant weather event.

Control of the Company resides in our Chairman of the Board, President and Chief Executive Officer and other members of his family through their ownership of Class A Stock, and the holders of the Common Stock generally have no voting rights with respect to transactions requiring stockholder approval.

The voting power of the Corporation's capital stock is vested exclusively in the holders of Class A Stock, except for the right of the holders of Common Stock to elect one-fifth of the Board of Directors and except as otherwise provided by law or as may be established in favor of any series of preferred stock that may be issued. Richard Robinson, the Chairman of the Board, President and Chief Executive Officer, and other members of the Robinson family beneficially own all of the outstanding shares of Class A Stock and are able to elect up to four-fifths of the Corporation's Board of Directors and, without the approval of the Corporation's other stockholders, to effect or block other actions or transactions requiring stockholder approval, such as a merger, sale of substantially all assets or similar transaction.

Note

The risk factors listed above should not be construed as exhaustive or as any admission regarding the adequacy of disclosures made by the Company prior to and including the date hereof.

Forward-Looking Statements:

This Annual Report on Form 10-K contains forward-looking statements. Additional written and oral forward-looking statements may be made by the Company from time to time in SEC filings and otherwise. The Company cautions readers that results or expectations expressed by forward-looking statements, including, without limitation, those relating to the Company's future business prospects, plans, ecommerce and digital initiatives, new product introductions, strategies, goals, revenues, improved efficiencies, general costs, manufacturing costs, medical costs, merit pay, operating margins, working capital, liquidity, capital needs, interest costs, cash flows and income, are subject to risks and

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uncertainties that could cause actual results to differ materially from those indicated in the forward-looking statements, due to factors including those noted in this Annual Report and other risks and factors identified from time to time in the Company's filings with the SEC.

The Company disclaims any intention or obligation to update or revise forward-looking statements, whether as a result of new information, future events or otherwise.

Item 1B | Unresolved Staff Comments

None

Item 2 | Properties

The Company maintains its principal offices in the metropolitan New York area, where it owns or leases approximately 0.6 million square feet of space. The Company also owns or leases approximately 1.5 million square feet of office and warehouse space for its primary warehouse and distribution facility located in the Jefferson City, Missouri area. In addition, the Company owns or leases approximately 3.1 million square feet of office and warehouse space in over 70 facilities in the United States, principally for Scholastic book fairs.

Additionally, the Company owns or leases approximately 1.5 million square feet of office and warehouse space in over 100 facilities in Canada, the United Kingdom, Australia, New Zealand, Asia and elsewhere around the world for its international businesses.

The Company is in the process of selling its Maumelle, Arkansas facility, formerly operated as a warehousing and distribution facility, and this asset is reported in Discontinued Operations.

The Company considers its properties adequate for its current needs. With respect to the Company's leased properties, no difficulties are anticipated in negotiating renewals as leases expire or in finding other satisfactory space, if current premises become unavailable. For further information concerning the Company's obligations under its leases, see Notes 1 and 6 of Notes to Consolidated Financial Statements in Item 8, Consolidated Financial Statements and Supplementary Data.

Item 3 | Legal Proceedings

Various claims and lawsuits arising in the normal course of business are pending against the Company. The Company accrues a liability for such matters when it is probable that a liability has occurred and the amount of such liability can be reasonably estimated. When only a range can be estimated, the most probable amount in the range is accrued unless no amount within the range is a better estimate than any other amount, in which case the minimum amount in the range is accrued. Legal costs associated with litigation loss contingencies are expensed in the period in which they are incurred. The Company does not expect, in the case of these claims and lawsuits where a loss is considered probable or reasonably possible, after taking into account any amounts currently accrued, that the reasonably possible losses from such claims and lawsuits would have a material adverse effect on the Company's consolidated financial position or results of operations.

Item 4 | Mine Safety Disclosures

Not Applicable.

Part II

Item 5 | Market for the Registrant's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Market Information: Scholastic Corporation's common stock, par value \$0.01 per share, is traded on the NASDAQ Global Select Market under the symbol SCHL. Scholastic Corporation's Class A Stock, par value \$0.01 per share (the "Class A Stock"), is convertible, at any time, into Common Stock on a share-for-share basis. There is no public trading market for the Class A Stock. Set forth below are the quarterly high and low closing sales prices for the Common Stock as reported by NASDAQ for the periods indicated:

	2012		2011	
	High	Low	High	Low
First Quarter	\$ 30.20	\$ 23.32	\$ 27.09	\$ 22.21
Second Quarter	30.00	24.20	31.26	23.45
Third Quarter	32.00	24.76	31.97	27.49
Fourth Quarter	40.18	26.80	31.70	25.56

Holders: The number of holders of Class A Stock and Common Stock as of June 30, 2012 were 3 and approximately 8,346, respectively. The number of holders of the Common Stock includes 346 holders of record and an estimated 8,000 number of persons holding in street name.

Dividends: During the first and second quarters of fiscal 2011, the Company paid a regular quarterly dividend in the amount of \$0.075 per Class A and Common share, which dividend was increased to \$0.10 per Class A and Common share for the third and fourth quarters of fiscal 2011. Accordingly, the total dividend paid for fiscal 2011 was \$0.35 per share. During the first and second quarters of fiscal 2012, the Company paid a regular quarterly dividend in the amount of \$0.10 per Class A and Common share, which dividend was increased to \$0.125 per Class A and Common share for the third and fourth quarters of fiscal 2012. Accordingly, the total dividend paid for fiscal 2012 was \$0.45 per share. On July 18, 2012, the Board of Directors declared a cash dividend of \$0.125 per Class A and Common share in respect of the first quarter of fiscal 2013. This dividend is payable on September 17, 2012 to shareholders of record on August 31, 2012. All dividends have been in compliance with the Company's debt covenants.

Share purchases: During fiscal 2012, the Company repurchased 475,672 Common shares on the open market at an average price paid per share of \$27.48, for a total cost of approximately \$13.1 million, pursuant to a share buy-back program authorized by the Board of Directors. During fiscal 2011, the Company repurchased 388,426 Common shares on the open market at an average price paid per share of \$24.98, for a total cost of approximately \$9.7 million, pursuant to a share buy-back program authorized by the Board of Directors. In addition, on November 3, 2010, the Company completed a large share repurchase program conducted as a modified Dutch auction tender offer. The Company accepted for purchase 5,199,699 of its Common shares at a price of \$30.00 per share for a total cost of \$156.0 million, excluding related fees and expenses.

The following table provides information with respect to purchases of shares of Common Stock by the Corporation during the quarter ended May 31, 2012:

Period	Total number of shares purchased	Average price paid per share	Total number of shares purchased as part of publicly announced plans or programs	Approximate dollar value (in millions) that may yet be purchased under the plans or programs ⁽¹⁾
March 1, 2012 through March 31, 2012		\$		\$ 38.9
April 1, 2012 through April 30, 2012	4,711	\$ 30.29	4,711	\$ 38.7
May 1, 2012 through May 31, 2012	250,795	\$ 29.11	250,795	\$ 31.4

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Total	255,506	\$	29.13	255,506	\$	31.4
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As of May 31, 2012, approximately \$31.4 million remained available for future purchases of Common shares under the current repurchase authorization of the Board of Directors.

Stock Price Performance Graph

The graph below matches the Corporation's cumulative 5-year total shareholder return on Common Stock with the cumulative total returns of the NASDAQ Composite index and a customized peer group of three companies that includes: The McGraw-Hill Companies, Pearson PLC and John Wiley & Sons Inc. The graph tracks the performance of a \$100 investment in the Corporation's Common Stock, in the peer group and in the index (with the reinvestment of all dividends) from June 1, 2007 to May 31, 2012.

**COMPARISON OF 5 YEAR CUMULATIVE TOTAL RETURN*
Among Scholastic Corporation, the NASDAQ Composite Index
and a Peer Group**

*\$100 invested on 6/1/07 in stock or index-including reinvestment of dividends:

	Fiscal year ended May 31,					
	2007	2008	2009	2010	2011	2012
Scholastic Corporation	\$ 100.00	\$ 97.89	\$ 62.74	\$ 84.64	\$ 89.32	\$ 89.76
NASDAQ Composite Index	100.00	96.86	68.13	86.66	108.86	108.56
Peer Group	100.00	72.77	56.94	65.71	97.73	97.31

The stock price performance included in this graph is not necessarily indicative of future stock price performance.

Item 6 | Selected Financial Data

(Amounts in millions, except per share data)
For fiscal years ended May 31,

	2012	2011	2010	2009	2008
Statement of Operations Data:					
Total revenues	\$ 2,148.8	\$ 1,887.9	\$ 1,894.2	\$ 1,826.9	\$ 2,134.5
Cost of goods sold	989.2	873.7	848.6	866.8	1,025.3
Selling, general and administrative expenses ⁽¹⁾	870.3	826.4	795.1	768.5	816.4
Bad debt expense ⁽²⁾	12.3	13.6	9.5	15.8	8.6
Depreciation and amortization ⁽³⁾	68.8	60.1	59.5	61.2	62.9
Severance ⁽⁴⁾	14.9	6.7	9.2	26.5	7.0
Loss on leases and asset impairments ⁽⁵⁾	7.0	3.4	40.1	26.3	
Operating income	186.3	104.0	132.2	61.8	214.3
Other income (expense)	(0.1)	(0.4)	0.9	0.7	2.6
Interest expense, net	15.5	15.6	16.2	23.0	29.8
Loss on investments ⁽⁶⁾		(3.6)	(1.5)	(13.5)	
Earnings (loss) from continuing operations	108.7	45.5	61.0	7.7	118.0
Earnings (loss) from discontinued operations, net of tax	(6.3)	(6.1)	(4.9)	(22.0)	(135.2)
Net income (loss)	102.4	39.4	56.1	(14.3)	(17.2)
Share Information:					
Earnings (loss) from continuing operations:					
Basic	\$ 3.47	\$ 1.36	\$ 1.67	\$ 0.21	\$ 3.05
Diluted	\$ 3.41	\$ 1.34	\$ 1.65	\$ 0.21	\$ 3.01
Earnings (loss) from discontinued operations:					
Basic	\$ (0.20)	\$ (0.18)	\$ (0.13)	\$ (0.59)	\$ (3.49)
Diluted	\$ (0.20)	\$ (0.18)	\$ (0.13)	\$ (0.59)	\$ (3.45)
Net income (loss):					
Basic	\$ 3.27	\$ 1.18	\$ 1.54	\$ (0.38)	\$ (0.44)
Diluted	\$ 3.21	\$ 1.16	\$ 1.52	\$ (0.38)	\$ (0.44)
Weighted average shares outstanding - basic	31.2	33.1	36.5	37.2	38.7
Weighted average shares outstanding - diluted	31.7	33.6	36.8	37.4	39.2
Dividends declared per common share	\$ 0.45	\$ 0.35	\$ 0.30	\$ 0.30	\$
Balance Sheet Data:					
Working Capital	\$ 448.9	\$ 335.4	\$ 493.6	\$ 404.9	\$ 459.0
Cash and cash equivalents	194.9	105.3	244.1	143.6	116.1
Total assets	1,670.3	1,487.0	1,600.4	1,608.8	1,761.6
Long-term debt (excluding capital leases)	152.8	159.9	202.5	250.0	295.1
Total debt	159.3	203.4	252.8	303.7	349.7
Long-term capital lease obligations	56.4	55.0	55.0	54.5	56.7
Total capital lease obligations	57.4	55.5	55.9	57.9	61.6
Total stockholders equity	830.3	740.0	830.4	785.0	873.1

(1) In fiscal 2012, the Company recorded a pretax charge of \$1.3 for an impairment of a U.S. based equity method investment. In fiscal 2011, the Company recorded a pretax charge of \$3.0 associated with restructuring in the UK. In fiscal 2010, the Company recorded a pretax charge of \$4.7 associated with restructuring in the UK. In fiscal 2009, the Company recorded a pretax charge of \$1.4 related to asset impairments.

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- (2) In fiscal 2011, the Company recorded incremental pretax bad debt expense of \$3.5 associated with the bankruptcy filing of a single customer.
- (3) In fiscal 2012, the Company recorded a pretax charge of \$4.9 for the impairment of intangible assets relating to certain publishing properties. In fiscal 2008, the Company recorded a pretax charge of \$3.8 related to the impairment of certain intangible assets and prepublication costs.
- (4) In fiscal 2012, the Company recorded pretax severance expense of \$9.3 for a voluntary retirement program. In fiscal 2009, the Company recorded pretax expense of \$18.1 for employee-related expense related to the Company's voluntary retirement program and a workforce reduction program.
- (5) In fiscal 2012, the Company recorded a pretax impairment loss of \$6.2 related to certain subleases in lower Manhattan. In fiscal 2011, the Company recorded a pretax impairment charge of \$3.4 related to assets in the library publishing and classroom magazines business. In fiscal 2010, the Company recorded a pretax asset impairment charge of \$36.3 attributable to intangible assets and prepublication costs associated with the library business and a pretax charge of \$3.8 associated with a customer list. In fiscal 2009, the Company recorded a pretax goodwill impairment charge of \$17.0 attributable to the Company's UK operations.
- (6) In fiscal 2011, the Company recorded a pretax loss of \$3.6 related to a UK-based cost method investment. In fiscal 2010, the Company recorded a pretax loss of \$1.5 related to a U.S.-based cost method investment. In fiscal 2009, the Company recorded a pretax loss on investments of \$13.5 related to investments in the UK.

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Item 7 | Management's Discussion and Analysis of Financial Condition and Results of Operations
General

The Company categorizes its businesses into five reportable segments: *Children's Book Publishing and Distribution*; *Educational Technology and Services*; *Classroom and Supplemental Materials Publishing*; *Media, Licensing and Advertising* (which collectively represent the Company's domestic operations); and *International*. This classification reflects the nature of products, services and distribution consistent with the method by which the Company's chief operating decision-maker assesses operating performance and allocates resources.

The following discussion and analysis of the Company's financial position and results of operations should be read in conjunction with the Company's Consolidated Financial Statements and the related Notes included in Item 8, Consolidated Financial Statements and Supplementary Data.

Overview and Outlook

In fiscal 2012, revenue was \$2,148.8 million, up 13.8% compared to the prior year's revenue of \$1,887.9 million. The Company generated strong results, primarily in the *Children's Book Publishing and Distribution* segment, driven by the success of the *Hunger Games* trilogy, as well as growth in Book Fairs. During the fiscal year, the Company introduced Storia™, Scholastic's unique children's ereading app and ebook system. In the *Educational Technology and Services* segment, the successful release of READ 180® Next Generation, the market-leading reading intervention program in U.S. schools, helped to drive significantly higher revenues and profits. *International* results improved, broadly benefiting from sales of the *Hunger Games* trilogy. Operating income for fiscal 2012 increased to \$186.3 million from \$104.0 million in the prior fiscal year, primarily driven by the increased revenue.

In fiscal 2013, the Company's goal is to sustain last year's operating momentum, while continuing to invest in key growth opportunities which will benefit fiscal 2014 and beyond. The Company plans to continue the broader roll out of Storia to teachers and parents, as well as build on the success of READ 180 by preparing for the launch of major new educational technology products, including MATH 180, a research-based math intervention program, iREAD, a new primary grade literacy program, and the next generation release of System 44, the Company's foundational reading and phonics program which is a prequel to System 44, which will benefit the Company in fiscal 2014.

The Company expects the following for fiscal 2013:

In *Children's Book Publishing and Distribution*, new releases in Trade Publishing, as well as modest growth in School Book Fairs, should partially offset lower sales of the *Hunger Games* trilogy, which are forecast to return to pre-movie levels. Segment profits are expected to decline from fiscal 2012's level as a result.

In *Educational Technology and Services*, revenue is expected to be approximately level, with a modest decline in product sales, reflecting the benefit of last year's launch of READ 180 Next Generation, offset by higher service sales. Profits should decline slightly, reflecting the shift in revenue mix, as well as spending on major new products scheduled for launch in fiscal 2014.

In *International*, continued improvements in the UK and growth in Asia are expected to partly offset the anticipated decline in revenue versus fiscal 2012, when sales of *The Hunger Games* significantly benefited segment results.

Critical Accounting Policies and Estimates

General:

The Company's discussion and analysis of its financial condition and results of operations is based upon its consolidated financial statements, which have been prepared in accordance with accounting principles generally accepted in the United States. The preparation of these financial statements involves the use of estimates and assumptions by management, which affects the amounts reported in the consolidated financial statements and accompanying notes. The Company bases its estimates on historical experience, current business factors, future expectations and various other assumptions believed to be reasonable under the circumstances, all of which are necessary in order to form a basis for determining the carrying values of assets and liabilities. Actual results may differ from those estimates and assumptions. On an on-going basis, the Company evaluates the adequacy of its reserves and the estimates used in calculations, including, but not limited to: collectability of accounts receivable; sales returns; amortization periods; stock-based compensation expense; pension and other post-retirement obligations; tax rates; recoverability of inventories, deferred income taxes and tax reserves, fixed assets, prepublication costs, royalty advances and customer reward programs; and the fair value of goodwill and other intangibles. For a complete description of the Company's significant accounting policies, see Note 1 of Notes to Consolidated Financial Statements in Item 8, Consolidated Financial Statements and Supplementary Data, of this Report. The following policies and account descriptions include all those identified by the Company as critical to its business operations and the understanding of its results of operations:

Revenue Recognition:

The Company's revenue recognition policies for its principal businesses are as follows:

School-Based Book Clubs Revenue from school-based book clubs is recognized upon shipment of the products. For ebooks, revenue is recognized upon electronic delivery to the customer.

School-Based Book Fairs Revenues associated with school-based book fairs are related to sales of product. Book fairs are typically run by schools and/or parent teacher organizations over a five business-day period. At the end of reporting periods, the Company defers estimated revenue for those fairs that have not been completed as of the period end, based on the number of fair days occurring after period end on a straight-line calculation of the full fair's estimated revenue.

Trade Revenue from the sale of children's books for distribution in the retail channel is primarily recognized when risks and benefits transfer to the customer, or when the product is on sale and available to the public. For newly published titles, the Company, on occasion, contractually agrees with its customers when the publication may be first offered for sale to the public, or an agreed upon Strict Laydown Date. For such titles, the risks and benefits of the publication are not deemed to be transferred to the customer until such time that the publication can contractually be sold to the public, and the Company defers revenue on sales of such titles until such time as the customer is permitted to sell the product to the public. Revenue for ebooks, which is the net amount received from the retailer, is generally recognized upon electronic delivery to the customer by the retailer.

A reserve for estimated returns is established at the time of sale and recorded as a reduction to revenue. Actual returns are charged to the reserve as received. The calculation of the reserve for estimated returns is based on historical return rates, sales patterns and expectations. Actual returns could differ from the Company's estimate. The Company's return reserve balance is greater than typical as of May 31, 2012 due to increased trade sales in the second half of fiscal 2012. In order to develop the estimate of returns that will be received subsequent to May 31, 2012, management considers patterns of sales and returns in the months preceding May 31, 2012 as well as actual returns received subsequent to year end, available sell-through information and other return rate information that management believes is relevant. The timing of the increased trade sales creates a higher degree of uncertainty than is typically the case regarding the Company's return reserve and such reserve could be subject to significant changes in succeeding quarters based on actual return activity in the first half of fiscal 2013. A one percentage point change in the estimated reserve for returns rate would have resulted in an increase or decrease in operating income for the year ended May 31, 2012 of approximately \$2.0 million. A reserve for estimated bad debts is established at the time of sale and is based on the aging of accounts receivable and specific reserves on a customer-by-customer basis.

Educational Technology and Services For shipments to schools, revenue is recognized when risks and benefits transfer to the customer. Shipments to depositories are on consignment and revenue is recognized based on actual shipments from the depositories to the schools. For certain software-based products, the Company offers new customers installation, maintenance and training with these products and, in such cases, revenue is deferred and recognized as services are delivered or over the life of the contract. Revenues from contracts with multiple deliverables are recognized as each deliverable is earned, based on the relative selling price of each deliverable, provided the deliverable has

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value to customers on a standalone basis, the customer has full use of the deliverable and there is no further obligation from the Company. If there is a right of return, revenue is recognized if delivery of the undelivered items or services is probable and substantially in control of the Company.

Classroom and Supplemental Materials Publishing Revenue from the sale of classroom and supplemental materials is recognized upon shipment of the products.

Film Production and Licensing Revenue from the sale of film rights, principally for the home video and domestic and foreign television markets, is recognized when the film has been delivered and is available for showing or exploitation. Licensing revenue is recorded in accordance with royalty agreements at the time the licensed materials are available to the licensee and collections are reasonably assured.

Magazines Revenue is deferred and recognized ratably over the subscription period, as the magazines are delivered.

Magazine Advertising Revenue is recognized when the magazine is for sale and available to the subscribers.

Scholastic In-School Marketing Revenue is recognized when the Company has satisfied its obligations under the program and the customer has acknowledged acceptance of the product or service. Certain revenues may be deferred pending future deliverables.

Accounts receivable:

Accounts receivable are recorded net of allowances for doubtful accounts and reserves for returns. In the normal course of business, the Company extends credit to customers that satisfy predefined credit criteria. The Company is required to estimate the collectability of its receivables. Reserves for returns are based on historical return rates and sales patterns. Allowances for doubtful accounts are established through the evaluation of accounts receivable aging, prior collection experience and creditworthiness of the Company's customers to estimate the ultimate collectability of these receivables. At the time the Company determines that a receivable balance, or any portion thereof, is deemed to be permanently uncollectible, the balance is then written off. A one percentage point change in the estimated bad debt reserve rates, which are applied to the accounts receivable aging, would have resulted in an increase or decrease in operating income for the year ended May 31, 2012 of approximately \$4.0 million.

Inventories:

Inventories, consisting principally of books, are stated at the lower of cost, using the first-in, first-out method, or market. The Company records a reserve for excess and obsolete inventory based upon a calculation using the historical usage rates and sales patterns of its products, and specifically identified obsolete inventory. The impact of a one percentage point change in the obsolescence reserve rate would have resulted in an increase or decrease in operating income for the year ended May 31, 2012 of approximately \$3.8 million.

Royalty advances:

Royalty advances are initially capitalized and subsequently expensed as related revenues are earned or when the Company determines future recovery through earndowns is not probable. The Company has a long history of providing authors with royalty advances, and it tracks each advance earned with respect to the sale of the related publication. Historically, the longer the unearned portion of the advance remains outstanding, the less likely it is that the Company will recover the advance through the sale of the publication, as the related royalties earned are applied first against the remaining unearned portion of the advance. The Company applies this historical experience to its existing outstanding royalty advances to estimate the likelihood of recovery. Additionally, the Company's editorial staff regularly reviews its portfolio of royalty advances to determine if individual royalty advances are not recoverable through earndowns for discrete reasons, such as the death of an author prior to completion of a title or titles, a Company decision to not publish a title, poor market demand or other relevant factors that could impact recoverability.

Goodwill and intangible assets:

Goodwill and other intangible assets with indefinite lives are not amortized and are reviewed for impairment annually or more frequently if impairment indicators arise.

With regard to goodwill, the Company compares the estimated fair value of its identified reporting units to the carrying value of the net assets. The Company first performs a qualitative assessment to determine whether it is more likely than not that the fair value of its identified reporting units are less than their carrying values. If it is more likely than not that the fair value of a reporting unit is less than its carrying amount the Company performs the two-step test. For each of the reporting units, the estimated fair value is determined utilizing the expected present value of the projected future cash flows of the units, in addition to comparisons to similar companies. The Company reviews its definition of reporting units annually or more frequently if conditions indicate that the reporting units may change. The Company evaluates its operating segments to determine if there are components one level below the operating segment level. A component is present if discrete financial information is available and segment management regularly reviews the operating results of the business. If an operating segment only contains a single component, that component is determined to be a reporting unit for goodwill impairment testing purposes. If an operating segment contains

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multiple components, the Company evaluates the economic characteristics of these components. Any components within an operating segment that share similar economic characteristics are aggregated and deemed to be a reporting unit for goodwill impairment testing purposes. Components within the same operating segment that do not share similar economic characteristics are deemed to be individual reporting units for goodwill impairment testing purposes. The Company has identified eleven separate reporting units for goodwill impairment testing purposes.

The determination of the fair value of the Company's reporting units involves a number of assumptions, including the estimates of future cash flows, discount rates and market-based multiples, among others, each of which is subject to change. Accordingly, it is possible that changes in

assumptions and the performance of certain reporting units could lead to impairments in future periods, which may be material. With regard to other intangibles with indefinite lives, the Company determines the fair value by asset, which is then compared to its carrying value. The estimated fair value is determined utilizing the expected present value of the projected future cash flows of the asset.

Intangible assets with definite lives consist principally of customer lists, covenants not to compete, and certain other intellectual property assets and are amortized over their expected useful lives. Customer lists are amortized on a straight-line basis over a five-year period, while covenants not to compete are amortized on a straight-line basis over their contractual term. Other intellectual property assets are amortized over their remaining useful lives, which range primarily from three to ten years.

Unredeemed Incentive Credits:

The Company employs incentive programs to encourage sponsor participation in its book clubs and book fairs. These programs allow the sponsors to accumulate credits which can then be redeemed for Company products or other items offered by the Company. The Company recognizes a liability at the estimated cost of providing these credits at the time of the recognition of revenue for the underlying purchases of Company product that resulted in the granting of the credits. As the credits are redeemed, such liability is reduced.

Other noncurrent liabilities:

All of the rate assumptions discussed below impact the Company's calculations of its pension and post-retirement obligations. The rates applied by the Company are based on the portfolios' past average rates of return, discount rates and actuarial information. Any change in market performance, interest rate performance, assumed health care costs trend rate or compensation rates could result in significant changes in the Company's pension and post-retirement obligations.

Pension obligations The Company's pension calculations are based on three primary actuarial assumptions: the discount rate, the long-term expected rate of return on plan assets and the anticipated rate of compensation increases. The discount rate is used in the measurement of the projected, accumulated and vested benefit obligations and interest cost components of net periodic pension costs. The long-term expected return on plan assets is used to calculate the expected earnings from the investment or reinvestment of plan assets. The anticipated rate of compensation increase is used to estimate the increase in compensation for participants of the plan from their current age to their assumed retirement age. The estimated compensation amounts are used to determine the benefit obligations and the service cost. A one percentage point change in the discount rate and expected long-term return on plan assets would have resulted in an increase or decrease in operating income for the year ended May 31, 2012 of approximately \$0.3 million and \$1.4 million, respectively. Pension benefits in the cash balance plan for employees located in the United States are based on formulas in which the employees' balances are credited monthly with interest based on the average rate for one-year United States Treasury Bills plus 1%. Contribution credits are based on employees' years of service and compensation levels during their employment periods for the periods prior to June 1, 2009.

Other post-retirement benefits The Company provides post-retirement benefits, consisting of healthcare and life insurance benefits, to eligible retired United States-based employees. The post-retirement medical plan benefits are funded on a pay-as-you-go basis, with the Company paying a portion of the premium and the employee paying the remainder. The existing benefit obligation is based on the discount rate and the assumed health care cost trend rate. The discount rate is used in the measurement of the projected and accumulated benefit obligations and the service and interest cost components of net periodic post-retirement benefit cost. A one percentage point change in the discount rate would have resulted in an increase or decrease in operating income for the year ended May 31, 2012 of approximately \$0.5 million and \$0.6 million, respectively. The assumed health care cost trend rate is used in the measurement of the long-term expected increase in medical claims. A one percentage point change in the health care cost trend rate would have resulted in an increase or decrease in operating income for the year ended May 31, 2012 of approximately \$0.2 million. A one percentage point change in the health care cost trend rate would have resulted in an increase or decrease in the post-retirement benefit obligation as of May 31, 2012 of approximately \$4.3 million and \$3.7 million, respectively.

Stock-based compensation The Company measures the cost of services received in exchange for an award of equity instruments based on the grant-date fair value of the award. The Company recognizes cost on a straight-line basis over an award's requisite service period, which is generally the vesting period, based on the award's fair value at the date of grant. The fair value of each option grant is estimated on the date of grant using the Black-Scholes option-pricing model. The determination of the assumptions used in the Black-Scholes model requires management to make significant judgments and estimates. The use of different assumptions and estimates in the option pricing model could have a material impact on the estimated fair value of option grants and the related expense. The risk-free interest rate is based on a U.S. Treasury rate in effect on the date of grant with a term equal to the expected life. The expected term is determined based on historical employee exercise and post-vesting termination behavior. The expected dividend yield is based on actual dividends paid or to be paid by the Company. The volatility is estimated based on historical volatility corresponding to the expected life.

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Discontinued Operations Long-lived assets classified within discontinued operations are recognized at the estimated fair value less cost to sell those long-lived assets. The calculation of estimated fair value less cost to sell includes significant estimates and assumptions, including, but not limited to: operating projections; excess working capital levels; real estate values; and the anticipated costs involved in the selling process. The Company recognizes operations as discontinued when the operations have either ceased or are probable to be disposed of in a sale transaction in the near term, the operations and cash flows of all discontinued operations have been eliminated, or will be eliminated upon consummation of the expected sale transaction, and the Company will not have any significant continuing involvement in the discontinued operations subsequent to the expected sale transaction.

Income Taxes The Company uses the asset and liability method of accounting for income taxes. Under this method, deferred tax assets and liabilities are determined based on differences between financial reporting and tax bases of assets and liabilities and are measured using enacted tax rates and laws that will be in effect when the differences are expected to enter into the determination of taxable income.

The Company believes that its taxable earnings, during the periods when the temporary differences giving rise to deferred tax assets become deductible or when tax benefit carryforwards may be utilized, should be sufficient to realize the related future income tax benefits. For those jurisdictions where the expiration date of the tax benefit carryforwards or the projected taxable earnings indicate that realization is not likely, the Company establishes a valuation allowance.

In assessing the need for a valuation allowance, the Company estimates future taxable earnings, with consideration for the feasibility of ongoing tax planning strategies and the realizability of tax benefit carryforwards, to determine which deferred tax assets are more likely than not to be realized in the future. Valuation allowances related to deferred tax assets can be impacted by changes to tax laws, changes to statutory tax rates and future taxable earnings. In the event that actual results differ from these estimates in future periods, the Company may need to adjust the valuation allowance.

The Company recognizes a liability for uncertain tax positions that the Company has taken or expects to file in an income tax return. An uncertain tax position is recognized only if it is more likely than not that the position is sustainable based on its technical merit. A recognized tax benefit of a qualifying position is the largest amount of tax benefit that is greater than 50% likely of being realized upon settlement with a taxing authority having full knowledge of all relevant information.

The Company assesses foreign investment levels periodically to determine if all or a portion of the Company's investments in foreign subsidiaries are indefinitely invested. If foreign investments are not expected to be indefinitely invested, the Company provides income taxes on the portion that is not indefinitely invested.

Non-income Taxes - The Company is subject to tax examinations for sales-based taxes. A number of these examinations are ongoing and, in certain cases, have resulted in assessments from taxing authorities. Where a liability associated with these examinations and assessments is probable and can be reliably estimable, the Company has made accruals for these matters which are reflected in the Company's Consolidated Financial Statements. During fiscal 2012, the Company recorded accruals of \$19.7 million based on the current status of sales tax assessments in two jurisdictions. These amounts are included in the Consolidated Financial Statements in Selling, general and administrative expenses. Future developments relating to the foregoing could result in adjustments being made to these accruals.

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Results of Operations

(Amounts in millions, except per share data)
For fiscal years ended May 31,

	2012		2011		2010	
	\$	% (1)	\$	% (1)	\$	% (1)
Revenues:						
Children's Book Publishing and Distribution	\$ 1,111.3	51.7	\$ 922.0	48.8	\$ 910.6	48.1
Educational Technology and Services	254.7	11.9	230.8	12.2	262.8	13.9
Classroom and Supplemental Materials Publishing	208.2	9.7	197.2	10.4	213.7	11.3
Media, Licensing and Advertising	85.0	4.0	93.0	5.0	95.1	4.9
International	489.6	22.7	444.9	23.6	412.0	21.8
Total revenues	2,148.8	100.0	1,887.9	100.0	1,894.2	100.0
Cost of goods sold (exclusive of depreciation)	989.2	46.0	873.7	46.3	848.6	44.8
Selling, general and administrative expenses ⁽²⁾	870.3	40.5	826.4	43.8	795.1	42.0
Bad debt expense ⁽³⁾	12.3	0.6	13.6	0.7	9.5	0.5
Depreciation and amortization ⁽⁴⁾	68.8	3.2	60.1	3.2	59.5	3.1
Severance ⁽⁵⁾	14.9	0.7	6.7	0.4	9.2	0.5
Loss on leases and asset impairments ⁽⁶⁾	7.0	0.3	3.4	0.1	40.1	2.1
Operating income	186.3	8.7	104.0	5.5	132.2	7.0
Other income (expense)	(0.1)		(0.4)		0.9	
Interest income	1.0	0.1	1.5	0.1	1.6	0.1
Interest expense	(16.5)	(0.8)	(17.1)	(0.9)	(17.8)	(0.9)
Loss on investments ⁽⁷⁾			(3.6)	(0.2)	(1.5)	(0.1)
Earnings (loss) from continuing operations before income taxes	170.7	8.0	84.4	4.5	115.4	6.1
Earnings (loss) from continuing operations	108.7	5.1	45.5	2.4	61.0	3.2
Earnings (loss) from discontinued operations, net of tax	(6.3)	(0.3)	(6.1)	(0.3)	(4.9)	(0.3)
Net income (loss)	\$ 102.4	4.8	\$ 39.4	2.1	\$ 56.1	2.9
Earnings (loss) per share:						
Basic:						
Earnings (loss) from continuing operations	\$ 3.47		\$ 1.36		\$ 1.67	
Earnings (loss) from discontinued operations	\$ (0.20)		\$ (0.18)		\$ (0.13)	
Net income (loss)	\$ 3.27		\$ 1.18		\$ 1.54	
Diluted:						
Earnings (loss) from continuing operations	\$ 3.41		\$ 1.34		\$ 1.65	
Earnings (loss) from discontinued operations	\$ (0.20)		\$ (0.18)		\$ (0.13)	
Net income (loss)	\$ 3.21		\$ 1.16		\$ 1.52	

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- (1) Represents percentage of total revenues.
- (2) In fiscal 2012, the Company recorded a pretax charge of \$1.3 for an impairment of a U.S. based equity investment. In fiscal 2011, the Company recorded a pretax charge of \$3.0 associated with restructuring in the UK. In fiscal 2010, the Company recorded a pretax charge of \$4.7 associated with restructuring in the UK.
- (3) In fiscal 2011, the Company recorded incremental pretax bad debt expense of \$3.5 associated with the bankruptcy filing of a single customer.
- (4) In fiscal 2012, the Company recorded a pretax charge of \$4.9 for the impairment of intangible assets relating to certain publishing properties.
- (5) In fiscal 2012, the Company recorded pretax severance expense of \$9.3 for a voluntary retirement program.
- (6) In fiscal 2012, the Company recorded a pretax impairment loss of \$6.2 related to certain subleases in lower Manhattan. In fiscal 2011, the Company recorded a pretax impairment charge of \$3.4 related to assets in the library publishing and classroom magazines business. In fiscal 2010, the Company recorded a pretax asset impairment charge of \$36.3 attributable to intangible assets and prepublication costs associated with the library business and a pretax charge of \$3.8 associated with a customer list.
- (7) In fiscal 2011, the Company recorded a pretax loss of \$3.6 related to a UK-based cost-method investment. In fiscal 2010, the Company recorded a pretax loss of \$1.5 related to a U.S.-based cost-method investment.

Results of Operations Consolidated

Revenues for fiscal 2012 increased by \$260.9 million to \$2,148.8 million, compared to \$1,887.9 million in fiscal 2011. This increase was primarily related to increased revenues in the *Children's Book Publishing and Distribution* segment of \$189.3 million, driven by higher sales in the Company's trade and school book fairs businesses; higher revenues in the *International* segment of \$44.7 million; higher revenues in the *Educational Technology and Services* segment of \$23.9 million relating to higher sales of educational technology products and related services; and higher revenues in the *Classroom and Supplemental Materials Publishing* segment of \$11.0 million. The increase was partially offset by lower revenues in the *Media, Licensing and Advertising* segment of \$8.0 million. Revenues for fiscal 2011 decreased by \$6.3 million to \$1,887.9 million, compared to \$1,894.2 million in fiscal 2010. This decrease was principally related to a \$32.0 million decrease in the *Educational Technology and Services* segment relating to lower sales of educational technology products and related services; lower revenues in the *Classroom and Supplemental Materials Publishing* segment of \$16.5 million; and lower revenues in the *Media, Licensing and Advertising* segment of \$2.1 million. These declines were partially offset by increased revenues of \$32.9 million in the *International* segment, of which \$23.9 million was related to foreign currency exchange rates, as well as increased revenues of \$11.4 million in the *Children's Book Publishing and Distribution* segment, driven by favorable results in the Company's trade business.

Cost of goods sold for fiscal 2012 increased by \$115.5 million to \$989.2 million, compared to \$873.7 million in fiscal 2011, primarily related to the increase in revenues. In addition, in response to changing trends in the children's book market the Company changed its estimate for inventory obsolescence and recorded an increase in the reserve of \$17.9 million. As a percentage of revenues, Cost of goods sold remained relatively flat from fiscal 2011 to fiscal 2012. Cost of goods sold for fiscal 2011 increased by \$25.1 million to \$873.7 million, or 46.3% of revenues, from \$848.6 million, or 44.8% of revenues, in the prior fiscal year. This increase in dollars and as a percentage of revenue was primarily related to increased product costs relating to promotions, as well as increased shipping costs resulting from an increased number of shipments in the *Children's Book Publishing and Distribution* segment. Components of Cost of goods sold for fiscal 2012, 2011 and 2010 are as follows:

(\$ amounts in millions)

	2012	2011	2010
Product, service and production costs	\$ 539.9	\$ 496.1	\$ 496.7
Royalty costs	157.7	93.5	94.0
Prepublication and production amortization	56.1	51.6	50.9
Postage, freight, shipping, fulfillment and all other costs	235.5	232.5	207.0
Total cost of goods sold	\$ 989.2	\$ 873.7	\$ 848.6

Product, service and production costs as well as Royalty costs increased in fiscal 2012, primarily related to the higher revenues discussed above. Included in Product, service and production costs is the \$17.9 million of additional inventory obsolescence costs, as referenced above. Product, service and production costs as well as Royalty costs for fiscal 2011 remained relatively flat compared to fiscal 2010. Prepublication and production amortization for fiscal 2012 increased by \$4.5 million, primarily related to an impairment recorded by the Company for one of its production properties. Prepublication and production amortization for fiscal 2011 remained relatively flat to fiscal 2010. Postage, freight, shipping, fulfillment and all other costs increased slightly from fiscal 2011 to fiscal 2012; however these costs decreased as a percentage of revenue by 1.3% from 12.3% in fiscal 2011 to 11.0% in fiscal 2012. Postage, freight, shipping, fulfillment and all other costs increased in fiscal 2011 from fiscal 2010 by \$25.5 million, primarily due to increased shipping costs resulting from an increased number of shipments in the *Children's Book Publishing and Distribution* segment.

Selling, general and administrative expenses for fiscal 2012 were \$870.3 million, or 40.5% of revenue, compared to \$826.4 million, or 43.8% of revenue, in fiscal 2011, resulting in a decrease, as a percentage of revenue, of 3.3%. The increase of \$43.9 million was driven by higher employee related costs associated with higher revenues and increased sales tax expenses, which included accruals of \$19.7 million based on the current status of sales tax assessments in two jurisdictions, as well as higher continued digital initiative spending. Selling, general and administrative expenses for fiscal 2011 increased by \$31.3 million to \$826.4 million, compared to \$795.1 million in the prior fiscal year, related to increased promotional spending in book clubs and increased spending on digital initiatives, as well as higher employee costs.

Bad debt expense decreased by \$1.3 million to \$12.3 million in fiscal 2012, compared to \$13.6 million in fiscal 2011. Bad debt expense increased in fiscal 2011 by \$4.1 million to \$13.6 million, from \$9.5 million in fiscal 2010, primarily in the *Children's Book Publishing and*

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Distribution segment related to a single customer's bankruptcy.

Severance expense increased by \$8.2 million to \$14.9 million, compared to \$6.7 million in fiscal 2011, related to the Company's cost reduction programs, which included \$9.3 million recorded in fiscal 2012 relating to a previously announced voluntary retirement program. Severance expense inclusive of these cost reduction programs for fiscal 2011 decreased by \$2.5 million, to \$6.7 million, compared to \$9.2 million in fiscal 2010.

During fiscal 2012, the Company entered into sublease arrangements for certain leased properties in Manhattan. The fair value of the net rents to be received is less than the Company's lease commitments for these properties over the remaining term of the leases. Accordingly, the Company recognized a loss on these subleases of \$6.2 million. In fiscal 2011, the Company determined the carrying value of its Scholastic Library Publishing and Classroom Magazines business within the *Classroom and Supplemental Materials Publishing* segment exceeded the fair value of this reporting unit and recorded an impairment charge of \$3.4 million. In fiscal 2010, the Company recorded charges of \$40.1 million for asset impairments consisting of: \$36.3 million recorded in the *Classroom and Supplemental Materials Publishing* segment, as the Company implemented certain strategic initiatives during the fiscal year to centralize publishing efforts within the *Children's Book Publishing and Distribution* segment, including the elimination of the front list for certain library-specific titles within the *Classroom and Supplemental Materials Publishing* segment, and \$3.8 million recorded in the Company's *International* segment related to a customer list acquired as part of the dissolution of a joint venture in the United Kingdom.

The resulting operating income for fiscal 2012 increased by \$82.3 million to \$186.3 million, compared to \$104.0 million in fiscal 2011. The resulting operating income for fiscal 2011 decreased by \$28.2 million, to \$104.0 million, compared to \$132.2 million in fiscal 2010.

Net interest expense for fiscal 2012 was \$15.5 million and was relatively flat to the fiscal 2011 net interest expense of \$15.6 million. Net interest expense for fiscal 2011 decreased by \$0.6 million, to \$15.6 million, compared to \$16.2 million in fiscal 2010, primarily related to lower debt levels.

In fiscal 2011, the Company recognized a \$3.6 million loss on a UK-based cost method investment. In fiscal 2010, the Company recognized a loss on a U.S.-based cost method investment in the amount of \$1.5 million.

The Company's provision for income taxes with respect to continuing operations resulted in an effective tax rate of 36.3%, 46.1% and 47.2% for fiscal 2012, 2011 and 2010, respectively. The decrease in the effective tax rate for fiscal 2012 was primarily due to the reversal of certain valuation allowances based on higher profitability in the UK and across the Company.

Earnings from continuing operations increased by \$63.2 million to \$108.7 million, compared to \$45.5 million in fiscal 2011. Earnings from continuing operations decreased by \$15.5 million, to \$45.5 million in fiscal 2011, compared to \$61.0 million in fiscal 2010. The basic and diluted earnings from continuing operations per share of Class A Stock and Common Stock were \$3.47 and \$3.41, respectively, in fiscal 2012, \$1.36 and \$1.34, respectively, in fiscal 2011 and \$1.67 and \$1.65, respectively, in fiscal 2010.

Loss from discontinued operations, net of tax, increased by \$0.2 million to a loss of \$6.3 million in fiscal 2012, compared to a loss of \$6.1 million in fiscal 2011. The loss in fiscal 2012 includes an impairment of the Company's Maumelle facility of \$2.2 million and operational losses from the Company's discontinued Back to Basics business of \$2.1 million. In addition, the Company recognized a liability for the present value of future lease payments due on multiple leases in the Company's discontinued UK business as the Company believes there is no opportunity for subleasing. Loss from discontinued operations, net of tax, increased by \$1.2 million to \$6.1 million in fiscal 2011, compared to a loss of \$4.9 million in fiscal 2010. The loss in fiscal 2011 includes the operational losses from the Company's discontinued Back to Basics business, as well as costs related to the settlement of the Canada Grolier Pension Plan.

The resulting net income for fiscal 2012 was \$102.4 million, or \$3.27 and \$3.21 per basic and diluted share, respectively, compared to net income of \$39.4 million, or \$1.18 and \$1.16 per basic and diluted share, respectively, in fiscal 2011. Net income in fiscal 2010 was \$56.1 million, or \$1.54 and \$1.52 per basic and diluted share, respectively. The weighted average shares of Class A Stock and Common Stock outstanding, which is used to calculate earnings or loss per share, were lower in fiscal 2011 compared to 2010, primarily due to a large share repurchase pursuant to a modified Dutch auction tender offer in fiscal 2011.

Results of Operations – Segments

CHILDREN'S BOOK PUBLISHING AND DISTRIBUTION

(\$ amounts in millions)				2012 compared to 2011		2011 compared to 2010	
	2012	2011	2010	\$ change	% change	\$ change	% change
Revenues	\$ 1,111.3	\$ 922.0	\$ 910.6	\$ 189.3	20.5%	\$ 11.4	1.3%

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Operating income (loss)	153.0	78.1	117.9	\$	74.9	95.9%	\$	(39.8)	-33.8%
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Operating margin	13.8%	8.5%	12.9%
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Revenues in the *Children's Book Publishing and Distribution* segment accounted for 51.7% of the Company's revenues in fiscal 2012, 48.8% in fiscal 2011 and 48.1% in fiscal 2010. In fiscal 2012, segment revenues increased by \$189.3 million to \$1,111.3 million, compared to \$922.0 million in the prior fiscal year. In fiscal 2011, revenues increased by \$11.4 million, to \$922.0 million, compared to \$910.6 million in fiscal 2010.

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Revenues from school book clubs in fiscal 2012 decreased by \$34.7 million to \$263.5 million, compared to \$298.2 million in the prior fiscal year. Revenues from school book clubs in fiscal 2011 decreased by \$6.7 million to \$298.2 million, compared to \$304.9 million in the prior fiscal year. Both fiscal year declines were related to lower revenue per order, slightly offset by a higher number of orders. During fiscal 2012, the number of book club sponsors declined slightly; however, the Company continues to utilize promotional costs and sponsor incentive programs to optimize the profitability from its sponsor base.

Revenues from the Company's trade distribution channel increased by \$206.3 million to \$395.7 million, compared to \$189.4 million in fiscal 2011, driven by increased sales, in both print and ebook formats, of the *Hunger Games* trilogy, as well as other titles. In fiscal 2011, trade revenues increased by \$14.8 million to \$189.4 million, compared to \$174.6 million in fiscal 2010 driven by increased sales of ebooks, including the *Hunger Games* trilogy.

Revenues from school book fairs increased by \$17.7 million to \$452.1 million, compared to \$434.4 million in the prior fiscal year, related to both an increase in revenue per fair and an increase in the number of fairs held. Additionally, warehouse sales in fiscal 2012 increased as compared to fiscal 2011. In fiscal 2011, revenues from school book fairs increased by \$3.3 million to \$434.4 million compared to \$431.1 million in fiscal 2010, related to higher revenue per fair and higher fair count, partially offset by lower warehouse sales.

Segment operating income in fiscal 2012 increased by \$74.9 million to \$153.0 million, compared to \$78.1 million in fiscal 2011, driven primarily by the higher revenues in the Company's trade and school book fair businesses, as well as by decreased promotional expenses in the Company's school book clubs business. These were partially offset by increased sales tax expense and increased expenses related to the Company's continued investment in its digital initiatives, as well as higher employee incentive costs associated with higher revenue, increases in reserves for obsolete inventory and the partial impairment of one of the Company's publishing properties. Segment operating income in fiscal 2011 decreased by \$39.8 million to \$78.1 million, compared to \$117.9 million in fiscal 2010, which was driven primarily by higher promotional spending in the school book clubs business, as well as spending on digital initiatives, partially offset by favorable cost of goods sold in the Company's book fairs channel.

EDUCATIONAL TECHNOLOGY AND SERVICES

(\$ amounts in millions)

				2012 compared to 2011		2011 compared to 2010	
	2012	2011	2010	\$ change	% change	\$ change	% change
Revenues	\$ 254.7	\$ 230.8	\$ 262.8	\$ 23.9	10.4%	\$ (32.0)	-12.2%
Operating income (loss)	49.2	38.0	71.8	\$ 11.2	29.5%	\$ (33.8)	-47.1%

Operating margin **19.3%** **16.5%** **27.3%**

Revenues in the *Educational Technology and Services* segment accounted for 11.9% of the Company's revenues in fiscal 2012, 12.2% in fiscal 2011 and 13.9% in fiscal 2010. In fiscal 2012 segment revenues increased by \$23.9 million to \$254.7 million, compared to \$230.8 million in fiscal 2011, driven primarily by higher sales of educational technology products and related services, including *Read180 Next Generation* products and services which was launched late in fiscal 2011. In fiscal 2011, segment revenues decreased by \$32.0 million to \$230.8 million, compared to \$262.8 million in fiscal 2010, primarily due to lower sales of educational technology products and related services compared to the prior year when the Company benefited from the significant impact of federal stimulus funding for education.

In fiscal 2012, segment operating income increased by \$11.2 million to \$49.2 million, compared to \$38.0 million in the prior fiscal year, related to the higher revenues, partially offset by increased employee related expenses in the segment. In fiscal 2011, segment operating income decreased by \$33.8 million, to \$38.0 million, from \$71.8 million in fiscal 2010, primarily related to the lower revenues.

CLASSROOM AND SUPPLEMENTAL MATERIALS PUBLISHING

(\$ amounts in millions)

				2012 compared to 2011		2011 compared to 2010	
	2012	2011	2010	\$ change	% change	\$ change	% change

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Revenues	\$	208.2	\$	197.2	\$	213.7	\$	11.0	5.6%	\$	(16.5)	-7.7%
Operating income (loss)		18.3		13.6		(4.6)	\$	4.7	34.6%	\$	18.2	*

Operating margin		8.8%		6.9%		*
------------------	--	-------------	--	-------------	--	---

* not meaningful

Revenues in the *Classroom and Supplemental Materials Publishing* segment accounted for 9.7% of the Company's revenues in fiscal 2012, 10.4% in fiscal 2011 and 11.3% in fiscal 2010. In fiscal 2012, segment revenues increased by \$11.0 million to \$208.2 million, compared to \$197.2 million in the prior fiscal year, driven primarily by higher revenues of \$4.8 million in the Company's classroom magazines business related to the Company's acquisition of *Weekly Reader*. In addition, revenues in the Company's library publishing business increased over the

prior fiscal year as the Company repositioned its library business to meet customer needs by providing more digital content. In fiscal 2011, revenues decreased by \$16.5 million to \$197.2 million, compared to \$213.7 million in fiscal 2010, primarily in the Company's library publishing business.

In fiscal 2012, segment operating income increased by \$4.7 million to \$18.3 million, compared to \$13.6 million in the prior fiscal year, related to the higher revenues in the Company's library publishing business, as well as an impairment charge of \$3.4 million taken in fiscal 2011. In fiscal 2011, segment operating income was \$13.6 million, which was an increase of \$18.2 million, compared to an operating loss of \$4.6 million in fiscal 2010. This was primarily related to the fiscal 2010 asset impairment charge of \$36.3 million, as well as lower revenues and an impairment charge of \$3.4 million for certain assets in the Scholastic Library Publishing and Classroom Magazines business in fiscal 2011.

Media, Licensing And Advertising

		2012 compared to 2011					2011 compared to 2010	
		2012	2011	2010	\$ change	% change	\$ change	% change
Revenues		\$ 85.0	\$ 93.0	\$ 95.1	\$ (8.0)	-8.6%	\$ (2.1)	-2.2%
Operating income (loss)		(4.7)	3.0	0.4	\$ (7.7)	*	\$ 2.6	*
Operating margin		*	3.2%	0.4%				

* not meaningful

Revenues in the *Media, Licensing and Advertising* segment accounted for 4.0% of the Company's revenues in fiscal 2012, 5.0% in fiscal 2011 and 4.9% in fiscal 2010. In fiscal 2012, segment revenues declined by \$8.0 million to \$85.0 million, compared to \$93.0 million in fiscal 2011, driven by anticipated lower revenues in the Company's custom publishing and magazine advertising businesses, partially offset by increased revenues in the Company's interactive business. In fiscal 2011, segment revenues declined by \$2.1 million to \$93.0 million, compared to \$95.1 million in fiscal 2010, as a result of lower revenues in the Company's interactive business, partially offset by an increase in revenues in the Company's production business.

In fiscal 2012, the segment had an operating loss of \$4.7 million, compared to operating income of \$3.0 million in fiscal 2011, yielding a reduction in profitability of \$7.7 million, primarily related to the lower revenues, as well as an impairment of one of the Company's production properties. In fiscal 2011, the segment operating income increased by \$2.6 million to \$3.0 million, compared to \$0.4 million in fiscal 2010, related to reduced outside service expenses in fiscal 2011.

International

		2012 compared to 2011					2011 compared to 2010	
		2012	2011	2010	\$ change	% change	\$ change	% change
Revenues		\$ 489.6	\$ 444.9	\$ 412.0	\$ 44.7	10.0%	\$ 32.9	8.0%
Operating income (loss)		57.6	38.3	30.0	\$ 19.3	50.4%	\$ 8.3	27.7%
Operating margin		11.8%	8.6%	7.3%				

Revenues in the *International* segment accounted for 22.7% of the Company's revenues in fiscal 2012, 23.6% in fiscal 2011 and 21.8% in fiscal 2010. In fiscal 2012, segment revenues increased by \$44.7 million to \$489.6 million, compared to \$444.9 million in fiscal 2011. The increase was primarily related to increased revenues in the Company's UK, Canada and Australia operations, which benefitted from sales of the *Hunger Games* trilogy and other trade titles, as well as a favorable impact of foreign currency exchange rates, principally in Australia, of \$9.2 million. In fiscal 2011, segment revenues increased by \$32.9 million to \$444.9 million, compared to \$412.0 million in fiscal 2010. This increase was primarily due to the favorable impact of foreign currency exchange rates of \$23.9 million, principally in Australia and Canada, as well as

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increased sales in Australia and Canada, partially offset by lower revenue in the United Kingdom.

Segment operating income in fiscal 2012 increased by \$19.3 million to \$57.6 million, compared to \$38.3 million in fiscal 2011, driven primarily by the higher revenues discussed above. Segment operating income in fiscal 2011 increased by \$8.3 million to \$38.3 million, compared to \$30.0 million in fiscal 2010, related to favorable results in the Company's Australia operations.

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Liquidity and Capital Resources

The Company's cash and cash equivalents, totaled \$194.9 million at May 31, 2012, \$105.3 million at May 31, 2011 and \$244.1 million at May 31, 2010.

Cash provided by operating activities was \$260.2 million for fiscal 2012, an increase of \$31.8 million, compared to \$228.4 million for fiscal 2011. This increase was primarily driven by the increase in net income from continuing operations adding back the effect of non-cash charges of \$61.6 million.

The increase in cash provided by operating activities was partially offset by net changes in the Company's working capital accounts, which yielded a cash use of \$24.9 million in fiscal 2012, compared to a source of cash of \$12.5 million in the prior fiscal year. This net change of \$37.4 million was driven primarily by:

Increases in accounts receivable balances which resulted in a use of cash of \$108.9 million for fiscal 2012, compared to increases in accounts receivable balance in the prior fiscal year which resulted in a use of cash of \$12.6 million. The net change of \$96.3 million in cash use was primarily related to the increased revenues in the *Children's Book Publishing and Distribution* segment. The Company expects to collect a large portion of these receivables in the first half of fiscal 2013.

Increased inventory purchases in fiscal 2012 which resulted in a net cash use of \$40.4 million, compared to increases in inventory balances in fiscal 2011 which resulted in a cash use of \$9.8 million. The net increase of \$30.6 million in cash use was primarily in the *Children's Book Publishing and Distribution* segment.

A decrease in accounts payable balances of \$0.3 million in fiscal 2012, compared to an increase of \$19.1 million in the prior fiscal year. The net change yielded a cash use of \$19.4 million related primarily to the timing of payments.

A decrease in deferred revenue of \$1.7 million in fiscal 2012 compared to an increase in deferred revenue of \$8.7 million in the prior fiscal year, which yielded a cash use of \$10.4 million primarily related to services related deferred revenue in the Company's *Educational Technology and Services* segment.

Partially offset by:

Increased accrued royalty balances, which resulted in a source of cash of \$58.2 million for fiscal 2012 as compared to decreased accrued royalty balances which resulted in a use of cash of \$8.3 million in fiscal 2011. The increase of \$66.5 million in cash sources from fiscal 2011 to fiscal 2012 was related to royalties associated with the increase in revenues from sales of trade books in both print and ebook formats, which are expected to be paid in the first half of fiscal 2013.

Increased Other accrued expenses which resulted in a source of cash of \$64.7 million in fiscal 2012, compared to increases in Other accrued expenses which resulted in cash sources of \$15.9 million in fiscal 2011. This increase of \$48.8 million in source of cash was primarily related to increased income tax accruals and increased employee-related expense accruals associated with higher revenues, which will be paid early in fiscal 2013, as well as increased sales tax accruals.

Cash used in investing activities for fiscal 2012 decreased by \$19.8 million to \$121.3 million, compared to cash used in investing activities of \$141.1 million for fiscal 2011. This decrease was primarily due to the \$24.3 million purchase, in fiscal 2011, of the land on which the Company's corporate headquarters are located. The Company's fiscal 2012 prepublication costs and property, plant and equipment reflect continued investments in the Company's digital initiatives.

Cash used in financing activities in fiscal 2012 decreased by \$183.1 million to \$47.4 million, compared to cash used in financing activities in fiscal 2011 of \$230.5 million. The change was primarily due to the completion of a large share repurchase pursuant to a modified Dutch auction tender offer in the prior year period. In addition, the Company had higher proceeds related to stock-based compensation plans, as well as lower debt paydowns, in fiscal 2012.

Due to the seasonality of its businesses, as discussed in Item 1, *Business - Seasonality*, the Company typically experiences negative cash flow in the June through October time period. As a result of the Company's business cycle, seasonal borrowings have historically increased during June, July and August, have generally peaked in September and October, and have declined to their lowest levels in May.

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The Company's operating philosophy is to use cash provided from operating activities to create value by paying down debt, to reinvest in existing businesses and, from time to time, to make acquisitions that will complement its portfolio of businesses and to engage in shareholder enhancement initiatives, such as dividend declarations and share repurchases. The Company believes that cash on hand, funds generated by its

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operations and funds available under its credit facilities, after the anticipated use of the credit facility to satisfy its repayment obligations in respect of the 5% notes due in fiscal 2013, will be sufficient to finance its short- and long-term capital requirements.

The Company has maintained, and expects to maintain for the foreseeable future, sufficient liquidity to fund on-going operations, including pension contributions, dividends, currently authorized common share repurchases, debt service, planned capital expenditures and other investments. As of May 31, 2012, the Company's primary sources of liquidity consisted of cash and cash equivalents of \$194.9 million, cash from operations and borrowings remaining available under the Revolving Loan (as described under Financing below) totaling \$325.0 million, less the \$152.8 million anticipated to be utilized to satisfy the outstanding 5% Notes. The Company may at any time, but in any event not more than once in any calendar year, request that the aggregate availability of credit under the Revolving Loan be increased by an amount of \$10.0 million or an integral multiple of \$10.0 million (but not to exceed \$150.0 million). Accordingly, the Company believes these sources of liquidity are sufficient to finance its on-going operating needs, as well as its financing and investing activities.

The Company's credit rating from Standard & Poor's Ratings Service is BB- and its credit rating from Moody's Investors Service is Ba1. Both Moody's Investors Service and Standard and Poor's Ratings Service have rated the outlook for the Company as Stable. The Company is currently compliant with its debt covenants and expects to remain compliant for the foreseeable future. The Company's interest rates for the Loan Agreement are associated with certain leverage ratios, and, accordingly, a change in the Company's credit rating does not result in an increase or decrease in interest costs under the Company's Loan Agreement.

The Company amended its existing revolving credit facility, which was scheduled to mature on June 1, 2012, to extend the maturity date to June 1, 2014. The Company intends to draw on this credit facility to satisfy its repayment obligations in respect of the 5% Notes due April 2013.

The following table summarizes, as of May 31, 2012, the Company's contractual cash obligations by future period (see Notes 5, 6 and 12 of Notes to Consolidated Financial Statements in Item 8, Consolidated Financial Statements and Supplementary Data):

amounts in millions

Contractual Obligations	Payments Due By Period					Total
	1 Year or Less	Years 2-3	Years 4-5	After Year 5		
Minimum print quantities	\$ 60.0	\$ 123.4	\$ 100.8	\$ 160.5	\$ 444.7	
Royalty advances	7.1	1.5	0.4		9.0	
Lines of credit and short-term debt	6.5				6.5	
Capital leases ⁽¹⁾	6.0	10.5	11.0	185.2	212.7	
Debt ^{(1) (2)}	6.7	153.0			159.7	
Pension and post-retirement plans ⁽³⁾	17.8	33.9	28.7	64.8	145.2	
Operating leases	38.3	58.1	38.6	54.4	189.4	
Total	\$ 142.4	\$ 380.4	\$ 179.5	\$ 464.9	\$ 1,167.2	

(1) Includes principal and interest.

(2) The draw on Revolving Loan anticipated to be utilized by the Company to satisfy its obligations for the 5% Notes.

(3) Excludes expected Medicare Part D subsidy receipts.

Financing

Loan Agreement

On June 1, 2007, Scholastic Corporation and Scholastic Inc. (each, a *Borrower* and together, the *Borrowers*) entered into a \$525.0 million credit facility with certain banks (the *Loan Agreement*), consisting of a \$325.0 million revolving credit component (the *Revolving Loan*) and a \$200.0 million amortizing term loan component (the *Term Loan*). The *Loan Agreement* was amended on August 16, 2010, and again on October 25, 2011. The October 25, 2011 amendment extended the maturity of the *Revolving Loan* facility to June 1, 2014 from June 1, 2012 and provided for the repayment of the outstanding balance of the *Term Loan* on October 25, 2011. The \$325.0 million *Revolving Loan* allows the Company to borrow, repay or prepay and reborrow at any time prior to the stated maturity date, and the proceeds may be used for general corporate purposes, including financing for acquisitions and share repurchases. The *Loan Agreement* also provides for an increase in the aggregate *Revolving Loan* commitments of the lenders of up to an additional \$150.0 million.

Interest on the *Revolving Loan* is due and payable in arrears on the last day of the interest period (defined as the period commencing on the date of the advance and ending on the last day of the period selected by the *Borrower* at the time each advance is made). The interest pricing under the *Revolving Loan* is dependent upon the *Borrower*'s election of a rate that is either:

A Base Rate equal to the higher of (i) the prime rate, (ii) the prevailing Federal Funds rate plus 0.500% or (iii) the Eurodollar Rate for a one month interest period plus 1% plus an applicable spread ranging from 0.18% to 0.60%, as determined by the Company's prevailing consolidated debt to total capital ratio.

- or -

A Eurodollar Rate equal to the London interbank offered rate (LIBOR) plus an applicable spread ranging from 1.18% to 1.60%, as determined by the Company's prevailing consolidated debt to total capital ratio.

As of May 31, 2012, the indicated spread on Base Rate Advances was 0.25% and the indicated spread on Eurodollar Rate Advances was 1.25%, both based on the Company's prevailing consolidated debt to total capital ratio.

The *Loan Agreement* also provides for the payment of a facility fee ranging from 0.20% to 0.40% per annum based upon the Company's prevailing consolidated debt to total capital ratio. At May 31, 2012, the facility fee rate was 0.25%.

There were no outstanding borrowings under the *Revolving Loan* as of May 31, 2012 and May 31, 2011.

As of May 31, 2012, standby letters of credit outstanding under the *Loan Agreement* totaled \$1.4 million. The *Loan Agreement* contains certain covenants, including interest coverage and leverage ratio tests and certain limitations on the amount of dividends and other distributions, and at May 31, 2012, the Company was in compliance with these covenants.

Lines of Credit

The Company has unsecured money market bid rate credit lines totaling \$20.0 million. There were no outstanding borrowings under these credit lines at May 31, 2012 and May 31, 2011. All loans made under these credit lines are at the sole discretion of the lender and at an interest rate and term agreed to at the time each loan is made, but not to exceed 365 days. These credit lines may be renewed, if requested by the Company, at the sole option of the lender.

As of May 31, 2012, the Company also had various local currency credit lines, with maximum available borrowings in amounts equivalent to \$32.8 million, underwritten by banks primarily in the United States, Canada and the United Kingdom. These credit lines are typically available for overdraft borrowings or loans up to 364 days and may be renewed, if requested by the Company, at the sole option of the lender. There were borrowings outstanding under these facilities equivalent to \$6.5 million at May 31, 2012 at a weighted average interest rate of 5.3%, compared to the equivalent of \$0.7 million at May 31, 2011 at a weighted average interest rate of 6.7%.

5% Notes due 2013

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In April 2003, Scholastic Corporation issued \$175.0 million of 5% Notes (the "5% Notes"). The 5% Notes are senior unsecured obligations that mature on April 15, 2013. Interest on the 5% Notes is payable semi-annually on April 15 and October 15 of each year through maturity. The Company may at any time redeem all or a portion of the 5% Notes at a redemption price (plus accrued interest to the date of the redemption) equal to the greater of (i) 100% of the principal amount, or (ii) the sum of the present values of the remaining scheduled payments of principal and interest discounted to the date of redemption. The Company did not make any additional repurchases of the 5% Notes during 2012. The Company amended its existing revolving credit facility, which was scheduled to mature on June 1, 2012, to extend the maturity date to June 1, 2014. The Company intends to draw on this credit facility to satisfy its obligations for the 5% Notes due April 2013. Accordingly, the balance of the Notes is excluded from current liabilities and classified as Long-term debt on the Company's Consolidated Balance Sheet as of May 31, 2012.

At May 31, 2012 and May 31, 2011, the Company had open standby letters of credit totaling \$6.6 million issued under certain credit lines, including the \$1.4 million under the Loan Agreement discussed above. These letters of credit are scheduled to expire within one year; however, the Company expects that substantially all of these letters of credit will be renewed, at similar terms, prior to expiration.

The Company's total debt obligations were \$159.3 million at May 31, 2012 and \$203.4 million at May 31, 2011. The lower level of debt at May 31, 2012 compared to the level at May 31, 2011 was primarily due to repayments made on the Term Loan.

For a more complete description of the Company's debt obligations, see Note 5 of Notes to Consolidated Financial Statements in Item 8, Consolidated Financial Statements and Supplementary Data.

Acquisitions

In the ordinary course of business, the Company explores domestic and international expansion opportunities, including potential niche and strategic acquisitions. As part of this process, the Company engages with interested parties in discussions concerning possible transactions. On January 3, 2012, the Company acquired Learners Publishing, a Singapore-based publisher of supplemental learning materials for English-Language Learners. The Company has integrated this business into its *International* segment. On February 8, 2012, the Company acquired the business and certain assets of Weekly Reader, a publisher of weekly educational classroom magazines designed for children in grades Pre-K - 12. The Company has included this business in its *Classroom and Supplemental Materials Publishing* segment (see Note 2 of Notes to Consolidated Financial Statements in Item 8, Consolidated Financial Statements and Supplementary Data). The Company will continue to evaluate such opportunities and prospects.

Item 7A | Quantitative and Qualitative Disclosures about Market Risk

The Company conducts its business in various foreign countries, and as such, its cash flows and earnings are subject to fluctuations from changes in foreign currency exchange rates.

Additionally, the Company sells product from its domestic operations to its foreign subsidiaries, creating additional currency risk. The Company manages its exposures to this market risk through internally established procedures and, when deemed appropriate, through the use of short-term forward exchange contracts, which were not significant as of May 31, 2012. The Company does not enter into derivative transactions or use other financial instruments for trading or speculative purposes.

Market risks relating to the Company's operations result primarily from changes in interest rates, which are managed through the mix of variable-rate versus fixed-rate borrowings. Additionally, financial instruments, including swap agreements, have been used to manage interest rate exposures. Approximately 4% of the Company's debt at May 31, 2012 bore interest at a variable rate and was sensitive to changes in interest rates, compared to approximately 25% at May 31, 2011. The decrease in variable-rate debt as of May 31, 2012 compared to May 31, 2011 was primarily due to repayments made on the Term Loan. The Company is subject to the risk that market interest rates and its cost of borrowing will increase and thereby increase the interest charged under its variable-rate debt.

Additional information relating to the Company's outstanding financial instruments is included in Item 7, Management's Discussion and Analysis of Financial Condition and Results of Operations.

The following table sets forth information about the Company's debt instruments as of May 31, 2012 (see Note 5 of Notes to Consolidated Financial Statements in Item 8, Consolidated Financial Statements and Supplementary Data):

\$ amounts in millions

	2013	Fiscal Year Maturity		2016	Thereafter	Total	Fair Value 2012
		2014	2015				
Debt Obligations							
Lines of credit and short-term debt	\$ 6.5	\$	\$	\$	\$	\$ 6.5	\$ 6.5
Average interest rate	5.3%						
Long-term debt, including Current portion:							
Fixed-rate debt	\$	\$	\$ 153.0	\$	\$	\$ 153.0	\$ 155.4
Average interest rate			5.0%				

Item 8 | Consolidated Financial Statements and Supplementary Data

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The following consolidated financial statement schedule for the years ended May 31, 2012, 2011 and 2010 is filed with this annual report on Form 10-K:

<u>Schedule II - Valuation and Qualifying Accounts and Reserves</u>	S-2
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All other schedules have been omitted since the required information is not present or is not present in amounts sufficient to require submission of the schedule, or because the information required is included in the Consolidated Financial Statements or the Notes thereto.

Consolidated Statements of Operations(Amounts in millions, except per share data)
For fiscal years ended May 31,

	2012	2011	2010
Revenues	\$ 2,148.8	\$ 1,887.9	\$ 1,894.2
Operating costs and expenses:			
Cost of goods sold (exclusive of depreciation)	989.2	873.7	848.6
Selling, general and administrative expenses	870.3	826.4	795.1
Bad debt expense	12.3	13.6	9.5
Depreciation and amortization	68.8	60.1	59.5
Severance	14.9	6.7	9.2
Loss on leases and asset impairments	7.0	3.4	40.1
Total operating costs and expenses	1,962.5	1,783.9	1,762.0
Operating income	186.3	104.0	132.2
Other income (expense)	(0.1)	(0.4)	0.9
Interest income	1.0	1.5	1.6
Interest expense	(16.5)	(17.1)	(17.8)
Loss on investments		(3.6)	(1.5)
Earnings (loss) from continuing operations before income taxes	170.7	84.4	115.4
Provision for income taxes	62.0	38.9	54.4
Earnings (loss) from continuing operations	108.7	45.5	61.0
Earnings (loss) from discontinued operations, net of tax	(6.3)	(6.1)	(4.9)
Net income (loss)	\$ 102.4	\$ 39.4	\$ 56.1
Basic and diluted earnings (loss) per share of Class A and Common Stock			
Basic:			
Earnings (loss) from continuing operations	\$ 3.47	\$ 1.36	\$ 1.67
Earnings (loss) from discontinued operations	\$ (0.20)	\$ (0.18)	\$ (0.13)
Net income (loss)	\$ 3.27	\$ 1.18	\$ 1.54
Diluted:			
Earnings (loss) from continuing operations	\$ 3.41	\$ 1.34	\$ 1.65
Earnings (loss) from discontinued operations	\$ (0.20)	\$ (0.18)	\$ (0.13)
Net income (loss)	\$ 3.21	\$ 1.16	\$ 1.52
Dividends declared per common share	\$ 0.45	\$ 0.35	\$ 0.30

See accompanying notes

Consolidated Balance Sheets(Amounts in millions, except share data)
Balances at May 31,

ASSETS	2012	2011
Current Assets:		
Cash and cash equivalents	\$ 194.9	\$ 105.3
Accounts receivable (less allowance for doubtful accounts of \$25.9 at May 31, 2012 and \$22.3 at May 31, 2011)	314.1	220.3
Inventories	295.3	308.7
Deferred income taxes	71.4	56.2
Prepaid expenses and other current assets	47.2	57.1
Current assets of discontinued operations	7.0	10.5
Total current assets	929.9	758.1
Property, Plant and Equipment		
Land	37.2	37.1
Buildings	101.3	102.0
Capitalized software	217.9	234.0
Furniture, fixtures and equipment	244.3	245.8
Leasehold improvements	183.4	181.4
	784.1	800.3
Less accumulated depreciation and amortization	(456.9)	(461.3)
Net property, plant and equipment	327.2	339.0
Other Assets and Deferred Charges:		
Prepublication costs	125.8	117.7
Royalty advances (less allowance for reserves of \$77.8 at May 31, 2012 and \$71.8 at May 31, 2011)	34.8	35.5
Production costs	1.6	7.4
Goodwill	157.7	154.2
Other intangibles	16.7	19.8
Noncurrent deferred income taxes	42.3	20.2
Other assets and deferred charges	34.3	35.1
Total other assets and deferred charges	413.2	389.9
Total assets	\$ 1,670.3	\$ 1,487.0

See accompanying notes

(Amounts in millions, except share data)
Balances at May 31,

LIABILITIES AND STOCKHOLDERS EQUITY	2012	2011
Current Liabilities:		
Lines of credit and current portion of long-term debt	\$ 6.5	\$ 43.5
Capital lease obligations	1.0	0.5
Accounts payable	119.6	120.1
Accrued royalties	92.7	35.4
Deferred revenue	47.1	49.1
Other accrued expenses	233.5	173.3
Current liabilities of discontinued operations	2.1	0.8
Total current liabilities	502.5	422.7
Noncurrent Liabilities:		
Long-term debt	152.8	159.9
Capital lease obligations	56.4	55.0
Other noncurrent liabilities	128.3	109.4
Total noncurrent liabilities	337.5	324.3
Commitments and Contingencies:		
Stockholders Equity:		
Preferred Stock, \$1.00 par value Authorized - 2,000,000; Issued - None		
Class A Stock, \$.01 par value Authorized - 4,000,000; Issued and Outstanding - 1,656,200 shares	0.0	0.0
Common Stock, \$.01 par value Authorized - 70,000,000; Issued - 42,911,624 shares; Outstanding - 29,795,911 shares (42,911,624 shares issued and 29,316,691 shares outstanding at May 31, 2011)	0.4	0.4
Additional paid-in capital	583.0	576.6
Accumulated other comprehensive income (loss)	(74.2)	(53.9)
Retained earnings	723.9	635.8
Treasury stock at cost	(402.8)	(418.9)
Total stockholders equity	830.3	740.0
Total liabilities and stockholders equity	\$ 1,670.3	\$ 1,487.0

See accompanying notes

**Consolidated Statement of Changes in Stockholders
Equity and Comprehensive Income (Loss)**

(Amounts in millions, except share data)

	Class A Stock		Common Stock		Additional
	Shares	Amount	Shares	Amount	Paid-in Capital
Balance at May 31, 2009	1,656,200	\$ 0.0	34,740,275	\$ 0.4	\$ 552.9
Comprehensive income (loss):					
Net Income (loss)					
Other comprehensive income (loss), net:					
Foreign currency translation adjustment					
Pension and postretirement adjustments (net of tax of \$(9.1))					
Total other comprehensive income (loss)					
Total comprehensive income (loss)					
Stock-based compensation					14.0
Proceeds from issuance of common stock pursuant to stock-based compensation			134,045		3.2
Purchases of treasury stock at cost			(411,977)		
Treasury stock issued pursuant to stock purchase plans			135,915		(0.9)
Dividends					
Balance at May 31, 2010	1,656,200	\$ 0.0	34,598,258	\$ 0.4	\$ 569.2
Comprehensive income (loss):					
Net Income (loss)					
Other comprehensive income (loss), net:					
Foreign currency translation adjustment					
Pension and postretirement adjustments (net of tax of \$4.0)					
Total other comprehensive income (loss)					
Total comprehensive income (loss)					
Stock-based compensation					13.7
Proceeds from issuance of common stock pursuant to stock-based compensation			104,100		2.9
Purchases of treasury stock at cost			(5,588,125)		
Treasury stock issued pursuant to stock purchase plans			202,458		(9.2)
Dividends					