

SCHOLASTIC CORP
Form 4
September 25, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
OCONNELL MAUREEN

(Last) (First) (Middle)

C/O CORP. SECRETARY-
SCHOLASTIC, 557 BROADWAY

(Street)

NEW YORK, NY 10012

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
SCHOLASTIC CORP [SCHL]

3. Date of Earliest Transaction
(Month/Day/Year)
09/24/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, CAO & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee stock option (right to buy)	\$ 27.93	09/24/2008	A	100,000					<u>(1)</u>	09/24/2018	Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OCONNELL MAUREEN C/O CORP. SECRETARY- SCHOLASTIC 557 BROADWAY NEW YORK, NY 10012			EVP, CAO & CFO	

Signatures

Maureen O'Connell, by Teresa M. Connelly,
 Attorney-in-fact 09/25/2008

**Signature of Reporting Person
Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) Vests annually beginning on the first anniversary of grant date.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number. 10pt; FONT-FAMILY: 'Times New Roman', Times, serif; TEXT-ALIGN: center;

LINE-HEIGHT: 10.25pt">NUMBER OF
 SHARES
 BENEFICIALLY
 OWNED BY
 EACH
 REPORTING
 PERSON
 WITH:
 5
 SOLE VOTING POWER

0
 6
 SHARED VOTING POWER

11,969,150

7

SOLE DISPOSITIVE POWER

0

8

SHARED DISPOSITIVE POWER

11,969,150

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

11,969,150

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*

N/A

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

20.8%

12

TYPE OF REPORTING PERSON*

PN

*SEE INSTRUCTION BEFORE FILLING OUT!

CUSIP No. 42226A 107 13G Page 3 of 5 Pages

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
2	Berkley Capital, LLC CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION Delaware SOLE VOTING POWER
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
6	0 SHARED VOTING POWER
7	11,969,150 SOLE DISPOSITIVE POWER
8	0 SHARED DISPOSITIVE POWER
9	11,969,150 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
10	11,969,150 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Explanation of Responses:

20.8%

TYPE OF REPORTING PERSON*

12

OO

*SEE INSTRUCTION BEFORE FILLING OUT!

- 3 -

CUSIP No. 42226A 107 13G Page 4 of 5 Pages

1	NAME OF REPORTING PERSON I.R.S. IDENTIFICATION NO. OF ABOVE PERSON (ENTITIES ONLY)
	Frank Medici
2	CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)
3	SEC USE ONLY
4	CITIZENSHIP OR PLACE OF ORGANIZATION United States of America SOLE VOTING POWER
5	NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH:
	37,500 SHARED VOTING POWER 11,969,150 SOLE DISPOSITIVE POWER 37,500 SHARED DISPOSITIVE POWER
6	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7	11,969,150
8	CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
9	12,006,650
10	
11	N/A PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Explanation of Responses:

20.8%

TYPE OF REPORTING PERSON*

12

IN

*SEE INSTRUCTION BEFORE FILLING OUT!

- 4 -

This Amendment No. 1 to Schedule 13G (this "Amendment") is being filed with respect to the Common Stock, par value \$0.0001 per share (the "Common Stock"), of HealthEquity, Inc. (the "Issuer") to amend the Schedule 13G filed on February 10, 2015 (as amended by this Amendment, the "Schedule 13G"). Capitalized terms used herein and not otherwise defined have the meanings ascribed to them in the Schedule 13G.

Item 4: Ownership:

Item 4 is hereby amended and restated as follows:

The information required by this item with respect to each Reporting Person is set forth in Rows 5 through 9 and 11 of the cover page to this Schedule 13G.

The percent of class represented by the amount beneficially owned by each Reporting Person is based on 57,626,846 shares of Common Stock outstanding on November 30, 2015, as indicated by the Company's Form 10-Q filed with the Securities and Exchange Commission on December 9, 2015.

Berkley Investors is the record holder of 11,969,150 shares of Common Stock. Berkley Capital is the general partner of Berkley Investors. Mr. Medici is the President of Berkley Capital and as such holds the voting and dispositive power over the Common Stock held by Berkley Investors. Accordingly, the Reporting Persons share voting and dispositive power over 11,969,150 shares of Common Stock. In addition, Mr. Medici is the record holder of 37,500 shares of Common Stock underlying stock options, including options exercisable within 60 days from the filing date of this Schedule 13G; accordingly, he has sole voting and dispositive power over such shares of Common Stock. Mr. Medici disclaims beneficial ownership of the shares of Common Stock held of record by Berkley Investors (except to the extent of any pecuniary interest therein), and this report shall not be deemed an admission that he is the beneficial owner of such securities for purposes of Section 13(d) or Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purposes.

SIGNATURES

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

BERKLEY CAPITAL
INVESTORS, L.P.

By: Berkley Capital,
LLC, its general
partner

By: /s/ Frank
Medici

Name: Frank Medici
Title: President

BERKLEY
CAPITAL, LLC

By: /s/ Frank
Medici

Name: Frank Medici
Title: President

FRANK MEDICI

By: /s/ Frank
Medici