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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-A/A**  
**Amendment No. 2**

**FOR REGISTRATION OF CERTAIN CLASSES OF SECURITIES  
PURSUANT TO SECTION 12(b) OR (g) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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**SCHOOL SPECIALTY, INC.**

(Exact name of registrant as specified in its charter)

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**Delaware**  
(State of incorporation or organization)

**39-0971239**  
(I.R.S. Employer Identification No.)

**W6316 Design Drive**  
**Greenville, Wisconsin**  
(Address of principal executive offices)

**54942**  
(Zip Code)

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**Securities to be registered pursuant to Section 12(b) of the Act: None.**

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If this form relates to the registration of a class of securities pursuant to Section 12(b) of the Exchange Act and is effective pursuant to General Instruction A.(c), check the following box.

If this form relates to the registration of a class of securities pursuant to Section 12(g) of the Exchange Act and is effective pursuant to General Instruction A.(d), check the following box.

Securities Act registration statement file number to which this form relates: Not Applicable

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**Securities to be registered pursuant to Section 12(g) of the Act:**

Title of each class  
to be so registered

Name of each exchange in which  
each class is to be registered

Common Stock, \$0.001 par value

None.

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## Item 1. Description of Registrant's Securities to be Registered.

This Amendment No. 2 to Form 8-A is being filed for the purpose of updating the description of capital stock of School Specialty, Inc. (the "Corporation", "we," "our," and "us") set forth in the Registration Statement on Form 8-A filed by the Corporation with the Securities and Exchange Commission on June 4, 1998, as amended by Amendment No. 1 thereto filed by the Corporation with the Securities and Exchange Commission on June 11, 2013.

The following describes certain matters relating to the Corporation's Amended and Restated Certificate of Incorporation, as amended (the "Certificate of Incorporation"), and Amended and Restated Bylaws (the "Bylaws"), but does not purport to be complete and is subject to and qualified by the full terms of the Certificate of Incorporation and the Bylaws, as set forth in the Exhibits to this Amended Registration Statement, which are incorporated by reference in this Item 1. Additionally, the General Corporation Law of Delaware, as amended, may also affect the capital stock of the Corporation.

### I. DESCRIPTION OF CAPITAL STOCK

**1. Shares.** The authorized capital stock of the Corporation consists of (i) 50,000,000 shares of Common Stock, par value \$0.001 per share (the "Common Stock"), and (ii) 500,000 shares of preferred stock, par value \$0.001 per share (the "Preferred Stock"). As of August 15, 2017, 7,000,028 shares of Common Stock and no shares of Preferred Stock were issued and outstanding.

**2. Voting Rights.** Subject to applicable law and except as otherwise expressly provided elsewhere in the Certificate of Incorporation or the Bylaws, and subject to the rights of holders of any outstanding series of Preferred Stock, each holder of record of one or more issued and outstanding shares of Common Stock is entitled to one vote for each share of Common Stock standing in such holder's name on the books of the Corporation, and the approval of all matters brought before the stockholders of the Corporation requires, in addition to any other vote required by law, the affirmative vote of the holders of a majority of the then-issued and outstanding shares of Common Stock.

Our Common Stock votes as a single class on all matters relating to the election and removal of directors on our Board of Directors and as provided by law, with each share of Common Stock entitling its holder to one vote. Holders of our Common Stock do not have cumulative voting rights. Subject to the voting rights, if any, of holders of any outstanding series of Preferred Stock, the holders of the issued and outstanding shares of Common Stock have the right and power to elect all the directors of the Corporation by vote of holders of a majority of the votes of the issued and outstanding shares of Common Stock present in person or represented by proxy at any meeting at which a quorum is present called for the purpose of electing directors.

The Corporation may not issue non-voting equity securities of any class, series or other designation to the extent prohibited by Section 1123(a)(6) of Chapter 11 of the United States Bankruptcy Code.

**3. Dividends.** The Board of Directors may cause dividends to be declared and paid on outstanding shares of Common Stock out of funds legally available for the payment of dividends.

**4. Liquidation Rights.** In the event of any liquidation, dissolution or winding up of the Corporation, whether voluntary or involuntary, the holders of issued and outstanding shares of Common Stock shall be entitled to share, ratably according to the number of shares of Common Stock held by each such holder, in the remaining assets of the Corporation available for distribution to its stockholders after the payment, or provision for payment, of all debts and other liabilities of the Corporation and the payment of any outstanding Preferred Stock that has preferential rights on distributions upon a liquidation, dissolution or winding up of the Corporation.

**5. Fully Paid Shares.** All shares of our Common Stock are fully paid and non-assessable.

**6. Relative Rights.** The rights, preferences and privileges of holders of our Common Stock are subject to, and may be adversely affected by, the rights of the holders of shares of any series of Preferred Stock that the Corporation may designate and issue in the future.

**7. Preferred Stock.** Our Board of Directors is authorized, without stockholder approval, subject to applicable law and certain provisions of our Certificate of Incorporation, to issue Preferred Stock in one or more series and fix the number of shares constituting any such series and the designations, powers, preferences, rights, qualifications, limitations and restrictions of the Preferred Stock, including dividend rights, dividend rate, voting rights, terms of redemption, redemption prices, conversion rights and liquidation preferences. The issuance of Preferred Stock may have the effect of delaying, deferring or preventing a change in control of us without further action by the stockholders and may adversely affect the voting and other rights of the holders of our Common Stock. In addition, any Preferred Stock so issued may rank senior to our Common Stock with respect to the payment of dividends or amounts upon liquidation, dissolution or winding up, or both. In addition, any such shares of Preferred Stock may have class or series voting rights.

**8. Terms of conversion.** Not Applicable.

**9. Sinking fund provisions.** Not Applicable.

**10. Redemption provisions.** Not Applicable.

**11. Classification of the Board of Directors.** Not Applicable.

**12. Preemption rights.** Not Applicable.

## **II. ANTI-TAKEOVER EFFECTS OF THE DELAWARE GENERAL CORPORATION LAW (“DGCL”) AND OUR CERTIFICATE OF INCORPORATION AND BYLAWS**

Our Certificate of Incorporation and Bylaws contain provisions that may delay, defer or discourage another party from acquiring control of us. These provisions are also designed to encourage persons seeking to acquire control of us to first negotiate with our Board of Directors, which we believe may result in an improvement of the terms of any such acquisition in favor of our stockholders. However, they also give our Board of Directors the power to discourage acquisitions that some stockholders may favor.

### **1. Undesignated Preferred Stock.**

The ability to authorize undesignated Preferred Stock will make it possible for our Board of Directors to issue Preferred Stock with super voting, special approval, dividend or other rights or preferences on a discriminatory basis that could impede the success of any attempt to acquire us. These and other provisions may have the effect of deferring, delaying or discouraging hostile takeovers, or changes in control or management of the Corporation.

### **2. Requirements for Advance Notification of Stockholder Meetings, Nominations and Proposals.**

Our Certificate of Incorporation and Bylaws provide that special meetings of the stockholders, except as provided for under Delaware law, shall be called: (i) by the Chief Executive Officer when requested to do so by resolution of the Board (adopted by majority vote of the directors then in office), (ii) by the President upon the request of any three directors or (iii) by the Chief Executive Officer or the President upon the written request (which shall state the purpose or purposes therefor) of the holders of shares of our Common Stock representing not less than one-third of the total voting power of all shares of our Common Stock entitled to vote on any issue proposed to be considered at the meeting. Our Certificate of Incorporation and Bylaws prohibit the conduct of any business at a special meeting other than as specified in the notice for such meeting. These provisions may have the effect of deferring, delaying or discouraging hostile takeovers, or changes in control or management of the Corporation.

Our Bylaws establish advance notice procedures with respect to the nomination of candidates for election as directors, other than nominations made by or at the direction of the Board of Directors or a committee of the Board of Directors, and other stockholder proposed business. In order for a nomination or other stockholder proposed business to be properly brought before a meeting, a stockholder will have to comply with advance notice requirements and provide us with certain information. Our Certificate of Incorporation provides that any director

elected by the holders of the Common Stock may be removed at any time, with or without cause, upon the affirmative vote of holders of at least a majority of the issued and outstanding shares of our Common Stock. These provisions may also defer, delay or discourage a potential acquiror from conducting a solicitation of proxies to elect the acquiror's own slate of directors or otherwise attempting to obtain control of the Corporation.

### **3. Business Combinations under Delaware Law.**

Our Certificate of Incorporation expressly states that we have elected not to be governed by Section 203 of the DGCL, which prohibits a publicly held Delaware corporation from engaging in a "business combination" with an "interested stockholder" for a period of three years after the time the stockholder became an interested stockholder, subject to certain exceptions, including if, prior to such time, the Board of Directors approved the business combination or the transaction which resulted in the stockholder becoming an interested stockholder. These restrictions generally prohibit or delay the accomplishment of mergers or other takeover or change-in-control attempts that are not approved by a Corporation's Board of Directors. Although we have elected to opt out of the statute's provisions, we could elect to be subject to Section 203 in the future.

### **Item 2. Exhibits.**

- 3.1(a) Amended and Restated Certificate of Incorporation of School Specialty, Inc., incorporated by reference to Exhibit 3.1 to Amendment No. 1 to the Registration Statement on Form 8-A of School Specialty, Inc. filed on June 11, 2013
- 3.1(b) Certificate of Amendment to the Amended and Restated Certificate of Incorporation of School Specialty, Inc. dated June 8, 2017, incorporated by reference to Exhibit 3.1 of the Quarterly Report on Form 10-Q of School Specialty, Inc. filed on August 10, 2017
- 3.1(c) Certificate of Amendment to the Amended and Restated Certificate of Incorporation of School Specialty, Inc. dated August 15, 2017
- 3.2 Amended and Restated Bylaws of School Specialty, Inc., incorporated by reference to Exhibit 3.1(a) of the Current Report on Form 8-K of School Specialty, Inc. filed on July 15, 2014

**SIGNATURE**

Pursuant to the requirements of Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this Amended Registration Statement to be signed on its behalf by the undersigned, thereto duly authorized.

**SCHOOL SPECIALTY, INC.**

By: /s/ Kevin Baehler  
Kevin Baehler  
Executive Vice President and  
Chief Financial Officer

Dated: August 16, 2017

## Exhibit Index

<u>Exhibit No.</u>	<u>Description</u>
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**CERTIFICATE OF AMENDMENT**

**TO THE**

**AMENDED AND RESTATED**

**CERTIFICATE OF INCORPORATION**

**OF**

**SCHOOL SPECIALTY, INC.**

School Specialty, Inc., a corporation duly organized and existing under the General Corporation Law of the State of Delaware (the "Corporation"), hereby files this Certificate of Amendment to the Amended and Restated Certificate of Incorporation of the Corporation, as amended, and does hereby certify:

FIRST: That the Amended and Restated Certificate of Incorporation of the Corporation, as amended, be, and it hereby is, amended by deleting the first paragraph of Section 4 thereof in its entirety and inserting in its place the following:

"The total number of shares of all classes of capital stock that the Corporation shall have the authority to issue is Fifty Million Five Hundred Thousand (50,500,000) shares, of which (a) Fifty Million (50,000,000) shares shall be common stock, \$0.001 par value per share ("Common Stock"); and (b) Five Hundred Thousand (500,000) shares shall be preferred stock, \$0.001 par value per share ("Preferred Stock").

Effective upon the filing date of this Certificate of Amendment to the Amended and Restated Certificate of Incorporation, as amended, every one (1) outstanding share of Common Stock shall be split into seven (7) shares of fully paid and non-assessable Common Stock (the "Stock Split"). The Stock Split shall occur without any further action on the part of the Corporation or the holders of the Common Stock and whether or not certificates representing such holders' shares prior to the Stock Split are surrendered for cancellation. The Corporation shall not be obliged to issue certificates evidencing the shares of Common Stock outstanding as a result of the Stock Split unless and until the certificates evidencing the shares held by a holder prior to the Stock Split are either delivered to the Corporation or its transfer agent, or the holder notifies the Corporation or its transfer agent that such certificates have been lost, stolen or destroyed and executes an agreement satisfactory to the Corporation to indemnify

the Corporation from any loss incurred by it in connection with such certificate .”

SECOND: That all other provisions of the Amended and Restated Certificate of Incorporation of the Corporation, as amended, remain in full force and effect.

THIRD: This Certificate of Amendment was duly adopted in accordance with the provisions of Section 242 of the Delaware General Corporation Law by the directors and stockholders of the Corporation.

IN WITNESS WHEREOF, School Specialty, Inc. has caused this Certificate of Amendment to be duly executed this 15<sup>th</sup> day of August, 2017.

**SCHOOL SPECIALTY, INC.**

By: /s/ Joseph M. Yorio  
Joseph M. Yorio, President and Chief  
Executive Officer