

Prospectus Supplement No. 1 dated February 2, 2007  
 (to Prospectus dated January 24, 2007)

**\$200,000,000**

**School Specialty, Inc.**  
**3.75% Convertible Subordinated Debentures due 2026**  
**and Common Stock Issuable Upon Conversion of the Debentures**

This Prospectus Supplement No. 1 supplements our prospectus dated January 24, 2007 relating to the offer for resale by certain of our selling securityholders of up to \$200,000,000 aggregate principal amount of 3.75% Convertible Subordinated Debentures due 2026 of School Specialty, Inc. (the “Debentures”), and the shares of our common stock, par value \$.001, issuable upon conversion of the Debentures. You should read this Prospectus Supplement No. 1 in conjunction with the prospectus. This Prospectus Supplement No. 1 is qualified by reference to the prospectus, except to the extent that the information in this Prospectus Supplement No. 1 supersedes that information.

The prospectus is hereby supplemented to include the following information in the “Selling Securityholders” section beginning on page 60 of the prospectus:

**ADDITIONAL SELLING SECURITYHOLDERS**

The following represents additional selling securityholders for the table appearing in the “Selling Securityholders” section of the prospectus.

<u>Name and Address</u>	<u>Original Principal Amount of Debentures Beneficially Owned That May Be Sold</u>	<u>Percentage of Debentures Outstanding</u>	<u>Number of Shares of Common Stock That May Be Sold Hereby (1)</u>	<u>Percentage of Common Stock Outstanding (2)</u>
CBARB, a segregated account of Geode Capital Master Fund Ltd. One Post Office Square, 28th Floor Boston, MA 02109	\$4,000,000	2.00%	77,829	*
Plexus Fund Limited 29 Queen Anne’s Gate London, SW1H 9BU	\$2,000,000	1.00%	38,914	*
Sandelman Partners Multi-Strategy Master Fund Ltd. 500 Park Avenue New York, NY 10022	\$5,500,000	2.75%	107,015	*

\* Less than 1%.

- (1) Assumes conversion of all of the holder’s Debentures at a conversion rate of 19.4574 shares for each \$1,000 principal amount of Debentures surrendered for conversion. However, this conversion rate will be subject to adjustment as described under “Description of Debentures—Conversion Rights.” As a result, the amount of common stock issuable upon conversion of the Debentures may increase or decrease in the future.
- (2) Calculated based on Rule 13d-3(d)(1)(i) of the Exchange Act using 21,135,840 shares of common stock outstanding as of January 19, 2007. In calculating this amount, we treated as outstanding that number of shares of common stock issuable upon conversion of all of that particular holder’s Debentures. However, we did not assume the conversion of any other holder’s Debentures.

