

As filed with the Securities and Exchange Commission on August 13, 1998
Registration No. 333-46537

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

POST-EFFECTIVE AMENDMENT NO. 1
TO
FORM S-1
REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

SCHOOL SPECIALTY, INC.
(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation of organization)	5112 (Primary Standard Industrial Classification Code Number)	39-0971239 (I.R.S. Employer Identification No.)
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1000 North Bluemound Drive
Appleton, Wisconsin 54914
(920) 734-2756
(Address, including zip code, and telephone number, including area code, of
registrant's principal executive officers)

Daniel P. Spalding
Chief Executive Officer
School Specialty, Inc.
1000 North Bluemound Drive
Appleton, Wisconsin 54914
(920) 734-2756
(Name, address, including zip code, and telephone number, including area code,
of agent for service)

With a copy to:
George P. Stamas, Esq.
Wilmer, Cutler & Pickering
2445 M Street, N.W.
Telephone No. (202) 663-6000
Facsimile No. (202) 663-6363

Approximate date of commencement of proposed sale of securities to the
public: Not applicable.

If any of the securities being registered on this Form are to be
offered on a delayed or continuous basis pursuant to Rule 415 under the
Securities Act of 1933, as amended (the "Securities Act") check the following
box. []

If this Form is filed to register additional securities for an offering
pursuant to Rule 462(b) under the Securities Act, please check the following
box and list the Securities Act registration statement number of the earlier
effective registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule
462(c) under the Securities Act, check the following box and list the
Securities Act registration statement number of the earlier effective
registration statement for the same offering. []

If this Form is a post-effective amendment filed pursuant to Rule 462(d) under the Securities Act, check the following box and list the Securities act registration statement number of the earlier effective registration statement for the same offering. []

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box. []

The Registrant hereby amends this Registration Statement on Form S-1 (Reg. No. 333-46537) ("Registration Statement") to deregister and remove from registration 87,812,277 shares of School Specialty, Inc. Common Stock, par value \$.001 per share ("Company Common Stock"), that were not issued and outstanding and therefore were not distributed in connection with the distribution of Company Common Stock to holders of common stock of U.S. Office Products Company as described in the Registration Statement.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant has duly caused this amendment to Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Appleton, Wisconsin, on the 31st day of July, 1998.

SCHOOL SPECIALTY, INC.

By: /s/ Daniel P. Spalding

Name: Daniel P. Spalding
Title: Chief Executive Officer

Pursuant to the requirements of the Securities Act of 1933, this amendment to Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Signature

Capacity

Date

/s/ Daniel P. Spalding

Daniel P. Spalding

Chief Executive Officer
(Principal Executive Officer);
Director

July 31, 1998

