

**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM S-8****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 or organization)

39-0971239

(IRS Employer Identification Number)

**School Specialty, Inc.**  
**W6316 Design Drive**  
**Greenville, Wisconsin 54942**  
**(920) 734-5712**

(Address, including zip code and telephone number, including area code, of registrant's principal executive offices)

**2014 Incentive Plan of School Specialty, Inc.**

(Full title of plan)

**Joseph M. Yorio**  
**President and Chief Executive Officer**  
**School Specialty, Inc.**  
**W6316 Design Drive**  
**Greenville, Wisconsin 54942**  
**(920) 734-5712**

**with copy to:**  
**Dennis F. Connolly**  
**Godfrey & Kahn, S.C.**  
**833 E. Michigan Street, Suite 1800**  
**Milwaukee, Wisconsin 53202**  
**(414) 273-3500**

(Name, address, including zip code, and telephone number, including area code, of agent for service)

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, a smaller reporting company or an "emerging growth company." See the definitions of "large accelerated filer," "accelerated filer," "smaller reporting company" and "emerging growth company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company   
 Emerging Growth Company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 7(a)(2)(B) of the Securities Act.

**CALCULATION OF REGISTRATION FEE**

<b>Title of Each Class of Securities to Be Registered</b>	<b>Amount to Be Registered<sup>(1)</sup></b>	<b>Proposed Maximum Offering Price Per Share</b>	<b>Proposed Maximum Aggregate Offering Price</b>	<b>Amount of Registration Fee</b>
Common Stock, \$0.001 par value per share	700,000	\$18.75 <sup>(2)</sup>	\$13,125,000.00 <sup>(2)</sup>	\$1,634.06

(1) Pursuant to Rule 416(a) of the Securities Act of 1933, as amended (the "Securities Act"), this Registration Statement shall also be deemed to cover any additional securities that may from time to time be offered or issued to prevent dilution resulting from stock splits, stock dividends or similar transactions.

(2) Estimated solely for the purpose of calculating the registration fee in accordance with Rule 457(c) and Rule 457(h)(1) under the Securities Act based upon the average of the high and low price per share of the Registrant's Common Stock on the OTCQB<sup>®</sup> on August 6, 2018.

## **REGISTRATION OF ADDITIONAL SHARES PURSUANT TO GENERAL INSTRUCTION E**

Pursuant to General Instruction E of Form S-8, School Specialty, Inc. (the “Registrant”) is filing this Registration Statement with the Securities and Exchange Commission (the “SEC”). The information in the Registration Statement on Form S-8 relating to the Registrant’s 2014 Incentive Plan originally filed with the SEC by the Registrant pursuant to the Securities Act on December 2, 2014 (Registration No. 333-200677) is hereby incorporated by reference into this Registration Statement.

## SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Greenville, State of Wisconsin, on this 9th day of August, 2018.

SCHOOL SPECIALTY, INC.

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

Each person whose signature appears below hereby constitutes and appoints Joseph M. Yorio and Kevin L. Baehler, and each of them, as his or her true and lawful attorney-in-fact and agent, with full power of substitution, to sign on his behalf individually and in the capacity stated below and to perform any acts necessary to be done in order to file any and all amendments to this Registration Statement on Form S-8, and to file the same, with all exhibits thereto and all other documents in connection therewith and each of the undersigned does hereby ratify and confirm all that said attorney-in-fact and agent, or his substitutes, shall do or cause to be done by virtue thereof.

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

<u>Name</u>	<u>Title</u>	<u>Date</u>
<u>/s/ Joseph M. Yorio</u> Joseph M. Yorio	President and Chief Executive Officer and a Director (Principal Executive Officer)	August 9, 2018
<u>/s/ Kevin L. Baehler</u> Kevin L. Baehler	Executive Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	August 9, 2018
<u>/s/ Gus D. Halas</u> Gus D. Halas	Chairman of the Board	August 9, 2018
<u>/s/ Justin Lu</u> Justin Lu	Director	August 9, 2018
<u>/s/ Scott P. Scharfman</u> Scott P. Scharfman	Director	August 9, 2018
<u>/s/ Andrew E. Schultz</u> Andrew E. Schultz	Director	August 9, 2018

**EXHIBIT INDEX****Incorporated by Reference**

<u>Exhibit No.</u>	<u>Description</u>	<u>Form</u>	<u>File No.</u>	<u>Exhibit</u>	<u>Filing Date</u>	<u>Filed Herewith</u>
<a href="#">4.1</a>	2014 Incentive Plan of School Specialty, Inc., as amended	10-Q	000-24385	10.1	August 7, 2018	
<a href="#">5.1</a>	Opinion of Godfrey & Kahn, S.C.					X
23.1	Consent of Godfrey & Kahn, S.C. (included in Exhibit 5.1)					X
<a href="#">23.2</a>	Consent of Grant Thornton LLP					X
<a href="#">23.3</a>	Consent of Deloitte & Touche LLP					X
24.1	Power of Attorney					Contained in Signature Page to this Registration Statement



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August 9, 2018

School Specialty, Inc.  
W6316 Design Drive  
Greenville, Wisconsin 54942

Ladies and Gentlemen:

We have acted as your counsel in connection with the preparation of a Registration Statement on Form S-8 (the "Registration Statement") to be filed with the Securities and Exchange Commission relating to the offer and sale by School Specialty, Inc., a Delaware corporation (the "Company"), of up to 700,000 shares of common stock, \$.001 par value, of the Company (the "Shares") pursuant to the Company's 2014 Incentive Plan, as amended (the "Plan").

We have examined: (a) the Plan and the Registration Statement, (b) the Company's Amended and Restated Certificate of Incorporation and Amended and Restated Bylaws, (c) certain resolutions of the Company's Board of Directors, and (d) such other proceedings, documents and records as we have deemed necessary to enable us to render this opinion.

Based on the foregoing, we are of the opinion that the Shares have been duly authorized and, upon issuance in accordance with the terms of the Plan, will be validly issued, fully paid and nonassessable.

The foregoing opinions are limited to the laws of the State of Delaware as currently in effect, and opinion is expressed with respect to such laws as subsequently amended, or any other laws, or any effect that such amended or other laws may have on the opinions expressed herein. The foregoing opinions are limited to matters stated herein, and no opinion is implied or may be inferred beyond the matters expressly stated herein. The foregoing opinions are given as of the date hereof and based solely on our understanding of facts in existence as of such date after the aforementioned examination, and we undertake no obligation to advise you of any changes in applicable laws after the date hereof or of any facts that might change the opinions expressed herein that we may become aware of after the date hereof.

We consent to the use of this opinion as an exhibit to the Registration Statement.

Very truly yours,

*/s/ Godfrey & Kahn, S.C.*

Godfrey & Kahn, S.C.

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We have issued our report dated March 14, 2018 with respect to the consolidated financial statements and internal control over financial reporting of School Specialty, Inc. and subsidiaries included in the Annual Report on Form 10-K for the year ended December 30, 2017, which are incorporated by reference in this Registration Statement. We consent to the incorporation by reference of the aforementioned report in this Registration Statement.

/s/ GRANT THORNTON LLP

Appleton, Wisconsin  
August 9, 2018

**EXHIBIT 23.3**

**CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

We consent to the incorporation by reference in this Registration Statement on Form S-8 of our report dated March 14, 2017, relating to the 2016, 35 week period 2015 and fiscal 2015 consolidated financial statements (before retrospective adjustments to the financial statements) (not presented herein) and financial statement schedule of School Specialty, Inc. and subsidiaries, appearing in the Annual Report on Form 10-K of School Specialty, Inc. for the year ended December 30, 2017.

/s/ Deloitte & Touche LLP

Milwaukee, Wisconsin  
August 9, 2018