

Scharfman Scott  
Form 4/A  
March 19, 2019

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
Mill Road Capital II, L.P.

2. Issuer Name and Ticker or Trading Symbol  
SCHOOL SPECIALTY INC  
[SCOO]

5. Relationship of Reporting Person(s) to Issuer  
  
(Check all applicable)

(Last) (First) (Middle)  
  
382 GREENWICH AVENUE, SUITE ONE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/18/2018

\_\_\_ Director \_\_\_X\_\_\_ 10% Owner  
\_\_\_ Officer (give title below) \_\_\_ Other (specify below)

GREENWICH, CT 06830

4. If Amendment, Date Original Filed(Month/Day/Year)  
06/20/2018

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

(City) (State) (Zip)

**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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |
| Common Stock, \$0.001 par value | 06/18/2018                           |  | J <sup>(1)</sup>               | 3,870 A   | \$ 0  | 3,870  | I <sup>(1)</sup> See footnote     |

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

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |         |       |
|---|---------------|-----------|---------|-------|
|   | Director      | 10% Owner | Officer | Other |
| Mill Road Capital II, L.P.<br>382 GREENWICH AVENUE<br>SUITE ONE<br>GREENWICH, CT 06830  |               | X         |         |       |
| Mill Road Capital II GP LLC<br>382 GREENWICH AVENUE<br>SUITE ONE<br>GREENWICH, CT 06830 |               | X         |         |       |
| LYNCH THOMAS E<br>382 GREENWICH AVENUE<br>SUITE ONE<br>GREENWICH, CT 06830              |               | X         |         |       |
| Scharfman Scott<br>382 GREENWICH AVENUE<br>SUITE ONE<br>GREENWICH, CT 06830             | X             | X         |         |       |

## Signatures

/s/ Justin C. Jacobs, Management Committee Director of sole general partner on behalf of Mill Road Capital II, L.P. 03/19/2019

\_\_Signature of Reporting Person Date

/s/ Justin C. Jacobs, Management Committee Director on behalf of Mill Road Capital II GP LLC 03/19/2019

\_\_Signature of Reporting Person Date

/s/ Justin C. Jacobs on behalf of Thomas E. Lynch by power of attorney 03/19/2019

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\_\_Signature of Reporting Person

Date

/s/ Justin C. Jacobs on behalf of Scott P. Scharfman by power of attorney

03/19/2019

\_\_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).

Represents the Reporting Persons' acquisition of an indirect pecuniary interest in restricted stock units ("RSUs") granted by the issuer to Mr. Scharfman in accordance with Rule 16b-3(d) (as described in transaction code "A") as compensation for serving as a member of the issuer's board of directors. Each RSU represents the right to receive one share of the issuer's common stock, and the RSUs will vest on the

- (1) first anniversary of the date of grant. Pursuant to a pre-existing contractual obligation, Mill Road Capital Management, LLC, an affiliate of the Reporting Persons that does not have Section 13(d) beneficial ownership of any securities of the issuer, has the right to receive the economic benefit of the reported shares and, accordingly, Mr. Scharfman has no direct pecuniary interest in such shares. Each of the Reporting Persons disclaims beneficial ownership of such shares except to the extent of his or its pecuniary interest therein, if any.

### Remarks:

The number of shares reported in the original Form 4 contained a transposition error.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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