

OMB APPROVAL	
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**INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

1. Name and Address of Reporting Person * <u>Yanagi Eric</u> <hr/> (Last) (First) (Middle) 400 OYSTER POINT BOULEVARD SUITE 526 <hr/> (Street) SOUTH SAN FRANCISCO CA 94080 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 09/24/2019	3. Issuer Name and Ticker or Trading Symbol SCHOOL SPECIALTY INC [ SCOO ]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) <hr/> 6. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.001 par value	2,423,516	I	See footnote <sup>(1)</sup>
Common Stock, \$0.001 par value	6,865	I	See footnote <sup>(2)</sup>
Common Stock, \$0.001 par value	3,870	I	See footnote <sup>(2)</sup>

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			

**Explanation of Responses:**

1. The shares reported are directly held by Mill Road Capital II, L.P. (the "Fund"). The Reporting Person is a management committee director of Mill Road Capital II GP LLC (the "GP"), which is the sole general partner of the Fund and has sole authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the Fund. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any.

2. Represents RSUs (or shares issued upon the vesting thereof) granted by the issuer as director compensation, in which the Reporting Person may have an indirect pecuniary interest. Mill Road Capital Management, LLC, an affiliate of the Reporting Person 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 pursuant to a contractual obligation with the holder of such shares. The Reporting Person disclaims beneficial ownership of such shares except to the extent of his pecuniary interest therein, if any.

**Remarks:**

/s/ Eric Yanagi

10/02/2019

\*\* Signature of Reporting Person

Date

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

\* If the form is filed by more than one reporting person, see Instruction 5 (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).

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB Number.**

Exhibit 24  
CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated Thomas E. Lynch and Justin C. Jacobs, each acting singly, to execute and file on the undersigned's behalf all Forms 3, 4 and 5 and Schedule 13D (including any amendments thereto) that the undersigned may be required to file with the U.S. Securities and Exchange Commission as a result of the undersigned's ownership of or transactions in securities of School Specialty, Inc., a Delaware corporation. The authority of Thomas E. Lynch and Justin C. Jacobs under this Statement shall continue until the undersigned is no longer required to file any of Forms 3, 4 and 5 and Schedule 13D with regard to the undersigned's ownership of or transactions in securities of School Specialty, Inc. unless earlier revoked in writing. The undersigned acknowledges that Thomas E. Lynch and Justin C. Jacobs are not assuming any of the undersigned's responsibilities to comply with Section 16 or Section 13 of the Securities Exchange Act of 1934, as amended.

/s/ Eric Yanagi  
Eric Yanagi  
Dated: October 2, 2019