

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>Mill Road Capital II, L.P.</u> <hr/> (Last) (First) (Middle) 382 GREENWICH AVENUE SUITE ONE <hr/> (Street) GREENWICH CT 06830 <hr/> (City) (State) (Zip)	2. Date of Event Requiring Statement (Month/Day/Year) 11/08/2017	3. Issuer Name and Ticker or Trading Symbol SCHOOL SPECIALTY INC [SCOO]	
		4. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director <input checked="" type="checkbox"/> 10% Owner Officer (give title below) Other (specify below)	5. If Amendment, Date of Original Filed (Month/Day/Year) 6. Individual or Joint/Group Filing (Check Applicable Line) <input type="checkbox"/> Form filed by One Reporting Person <input checked="" 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	968,923	D ⁽¹⁾	

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				

1. Name and Address of Reporting Person* <u>Mill Road Capital II, L.P.</u> <hr/> (Last) (First) (Middle) 382 GREENWICH AVENUE SUITE ONE <hr/> (Street) GREENWICH CT 06830 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person* <u>Mill Road Capital II GP LLC</u> <hr/> (Last) (First) (Middle) 382 GREENWICH AVENUE SUITE ONE <hr/> (Street) GREENWICH CT 06830 <hr/> (City) (State) (Zip)		
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1. Name and Address of Reporting Person *		
<u>LYNCH THOMAS E</u>		
(Last)	(First)	(Middle)
382 GREENWICH AVENUE SUITE ONE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		
1. Name and Address of Reporting Person *		
<u>Scharfman Scott</u>		
(Last)	(First)	(Middle)
382 GREENWICH AVENUE SUITE ONE		
(Street)		
GREENWICH	CT	06830
(City) (State) (Zip)		

Explanation of Responses:

1. The shares reported are directly held by Mill Road Capital II, L.P. (the "Fund"). Mill Road Capital II GP LLC (the "GP") 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. Each of Messrs. Lynch and Scharfman is a management committee director of the GP and has shared authority to vote (or direct the vote of), and to dispose (or direct the disposal) of, these shares on behalf of the GP. 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:

/s/ Thomas E. Lynch,
Management Committee
Director and Chairman of sole 11/16/2017
general partner on behalf of
Mill Road Capital II, L.P.
/s/ Thomas E. Lynch,
Management Committee
Director and Chairman on 11/16/2017
behalf of Mill Road Capital II
GP LLC
/s/ Thomas E. Lynch 11/16/2017
/s/ Thomas E. Lynch on behalf
of Scott P. Scharfman by 11/16/2017
power of attorney

** 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 24.1

CONFIRMING STATEMENT

This Statement confirms that the undersigned has authorized and designated Scott P. Scharfman 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 Scott P. Scharfman 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 Scott P. Scharfman 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.

Dated: November 16, 2017 /s/ Thomas E. Lynch
Thomas E. Lynch

Exhibit 24.2

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.

Dated: November 16, 2017 /s/ Scott P. Scharfman
Scott P. Scharfman