

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934**

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

- Preliminary Proxy Statement
- Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
- Definitive Proxy Statement
- Definitive Additional Materials
- Soliciting Material Pursuant to §240.14a-12

JOHN WILEY & SONS, INC.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

- No fee required.
- Fee paid previously with preliminary materials.
- Fee computed on table in exhibit required by Item 25(b) per Exchange Act Rules 14a-6(i)(1) and 0-11

Notice of 2025

Annual Meeting of Shareholders and Proxy Statement

The Wiley logo is displayed in white, serif, all-caps font against a dark green background. The background of the entire page features a series of flowing, wavy lines in various shades of green, creating a sense of movement and depth.

A message from our Board Chair

Dear Fellow Shareholders,

On behalf of Wiley's Board of Directors, I want to thank you for your trust in us. It was a year of great progress on multiple fronts. Under our President and CEO, Matt Kissner's leadership, the team drove strong execution and performance across our Research and Learning core; capitalized on emerging opportunities in AI development and the ever-expanding corporate market; and continued to improve our margins and cash flow while reinvesting in proven successful core business opportunities.

For over 200 years, Wiley has successfully navigated through technological disruption and change. The reason for this is straightforward. We provide must-have knowledge and insights that enable such change and the ability to navigate it. From the second industrial revolution through the digital age, and now with the advent of AI, Wiley plays a central role in ensuring the accuracy, impact, and application of knowledge across key fields that drive the global economy, from science and innovation to education and business. We have become a most trusted source in a constantly evolving world, one now becoming weighed down by a proliferation of uncorroborated and often incorrect information. That role is getting more important by the day.



Best wishes,

A handwritten signature of Jesse C. Wiley in black ink, written in a cursive style.

Jesse C. Wiley

Chair, Wiley Board of Directors

Our people and our culture are our most critical assets. This year, we saw the results of a highly engaged organization, rooted in our mission, working across our global communities to serve customers who are helping solve some of the most pressing challenges facing the world today. Our increased focus has enabled us to be even more impactful. What we do is good for the world, good for economic growth, health, and well-being; good for the planet and good for each other. We are embracing responsible AI, for our internal benefit, and to help our partners and customers on their innovation journeys. I want to thank our global colleagues for all they do to drive our success and positive impact.

Finally, I want to thank George Bell and Beth Birnbaum for their contributions and years of service on the Wiley Board, and welcome Dr. Karen Madden and Katya Andresen as new directors. Both Dr. Madden and Ms. Andresen bring a wealth of experience, knowledge and insights in R&D and innovation, and we are thrilled to have them.

Thank you again for your continued trust and confidence as we continue to deliver on our time-honored mission and financial commitments.

