In this i3 Development project, Erikson Institute, Calm Classroom™, and Chicago Public Schools (CPS) propose a 4-year initiative that will employ a mindfulness-based intervention (Calm Classroom K-2; CCK2) to increase the self-regulation and engagement in learning of young children in low-performing schools (approximately 3,000 served). Mindfulness is a secular, psychological mode involving non-judgmental focus on present-moment sensations, and has been shown to have a number of benefits to well-being. The need for this approach arises from two conditions. First, mastery of self-regulation skills during the early years of schooling has been shown to be as, if not more important to long-term academic competence than intelligence or domain-specific knowledge. Second, increasingly younger children are experiencing high levels of trauma, unpredictability, and toxic stress, thus arriving at school with tendencies to either act out or disengage, rather than being ready to participate productively in the classroom community and learn. Our project offers an innovative approach not only because mindfulness is unique relative to traditional social-emotional learning (SEL) programs, but also because of added elements designed to replenish children’s focus directly back into the content of school, including always-available ways to take very brief “brain breaks”. Furthermore, although CCK2 is a multi-faceted program, it requires a relatively low implementation burden, with no need for teachers to gain mastery over multiple lessons of discrete content. Through 1) class-wide 3x daily mindfulness exercises (e.g., guided breathing with eyes closed, stretching, yoga-inspired poses, “body scan” visualizations, focus on external objects, and “social mindfulness” exercises involving peer interaction); 2) a “Calm Spot” using tablet technology to guide children through relaxing, nature-based imagery; 3) weekly, intensified small groups targeted towards children in the lowest quartile of self-regulation skills and their parents; and 4) implementation support including grade-specific communities of practice for teachers; this project expects to reduce stress, improve self-regulation, engagement in school, and academic achievement for children; improve interpersonal climate and reduce behavior management challenges for classrooms; and reduce stress and improve job satisfaction for teachers.