Aurora Public Schools (APS) and two Aurora public middle schools, along with nationally recognized partners and researchers, will implement *APS Growth Mindsets for All*, an innovative, replicable model for developing the non-cognitive skills of high-needs students in middle grades. The project will serve 350 students in grades 6-8 at two of Aurora’s lowest performing schools (North and West Middle Schools). Based on APS’s history of building and sustaining successful partnerships with the private sector and research community, *APS Growth Mindsets for All* has assembled an extraordinary team of nationally-recognized professionals, including Mindset Works, founded by Dr. Carol Dweck and Lisa Sorich Blackwell, and Dr. Kali Trzesniewski of the University of California, Davis, to create an integrated program for delivering interventions that promote positive academic (growth) mindsets in students that will (1) improve students’ effort, persistence and academic achievement, (2) positively influence curriculum delivery through intensive professional development for teachers, and (3) establish tools, techniques and structures that support the replication of Mindset Works products in a variety of settings. Project strategies and activities are designed to break through social and psychological barriers to learning and teaching, as well as contribute to the advancement of national research regarding the utility and effectiveness of non-cognitive skill development. Through the combined strengths of a cohesive team of practitioners, implementation experts, and scholars with a strong interest in producing useable knowledge and positive, long-term results for students, *APS Growth Mindsets for All* will ensure that the results of the this initiative are well-documented, evaluated using strong designs, and are ready for dissemination during the last year of the project and beyond.