

Houghton Mifflin Harcourt Co
Form 3
November 13, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

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,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *

Â Zecher Linda Kay
(Last) (First) (Middle)

222 BERKELEY STREET

(Street)

BOSTON,Â MAÂ 02116

(City) (State) (Zip)

2. Date of Event Requiring Statement

(Month/Day/Year)
11/13/2013

3. Issuer Name and Ticker or Trading Symbol
Houghton Mifflin Harcourt Co [HMHC]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer ☐ Other
(give title below) (specify below)
See Remarks

5. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
☒ Form filed by One Reporting Person
☐ 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)

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

SEC 1473 (7-02)

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 control number.

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)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title Amount or Number of Shares

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)
or Indirect (I)
(Instr. 5)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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Employee Stock Option (Right to Buy)	Â (1)	06/22/2019	Common Stock	3,684,210	\$ 12.5	D	Â
Restricted Stock Units	Â (2)	Â (2)	Common Stock	34,884	\$ (3)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Common Stock	110,000	\$ (3)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Zecher Linda Kay 222 BERKELEY STREET BOSTON, MA 02116	Â X	Â	Â See Remarks	Â

Signatures

/s/ Linda K.
Zecher

11/13/2013

Signature of
Reporting Person

Date

Explanation of Responses:

- * 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).
 - 50% of Ms. Zecher's stock options have vested and are currently exercisable. The remaining stock options vest in two equal installments
 - (1) on June 22, 2014 and June 22, 2015, subject to Ms. Zecher's continued employment with Houghton Mifflin Harcourt Company (the "Company").
 - (2) Ms. Zecher's restricted stock units vest on January 30, 2014, subject to Ms. Zecher's continued employment with the Company.
 - (3) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
 - (4) Ms. Zecher's restricted stock units vest in three equal installments on August 1, 2014, August 1, 2015 and August 1, 2016, subject to Ms. Zecher's continued employment with the Company.

Â

Remarks:

PresidentÂ andÂ ChiefÂ ExecutiveÂ Officer

ExhibitÂ 24.1:Â Â PowerÂ ofÂ Attorney

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.