Houghton Mifflin Harcourt Co Form 4 February 03, 2014

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number:

January 31, Expires: 2005

10% Owner

0.5

**OMB APPROVAL** 

Estimated average burden hours per

response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

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

may continue. See Instruction 1(b).

obligations

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Bayers William Frederick

222 BERKELEY STREET

2. Issuer Name and Ticker or Trading

Symbol

Houghton Mifflin Harcourt Co

[HMHC]

(Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year)

01/31/2014

(Street)

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

X\_ Officer (give title Other (specify below) below)

Director

See remarks.

(Check all applicable)

6. Individual or Joint/Group Filing(Check Applicable Line)

5. Relationship of Reporting Person(s) to

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

BOSTON, MA 02116

1. Title of

Security

(Instr. 3)

(City) (State) (Zip)

(Month/Day/Year)

2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Execution Date, if

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or

Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I)

Ownership (Instr. 4) (Instr. 4)

(A)

Code V Amount (D) Price

Transaction(s) (Instr. 3 and 4)

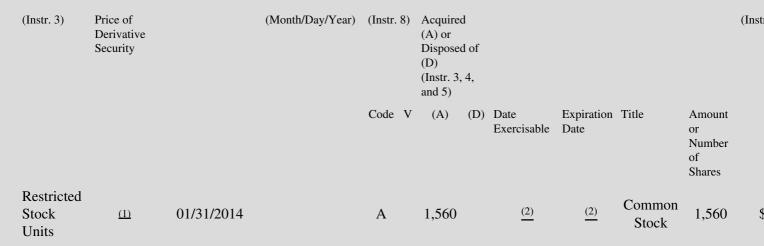
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number 6. Date Exercisable and 7. Title and Amount of 8. Pr Derivative Conversion (Month/Day/Year) Execution Date, if Transaction of Derivative Expiration Date **Underlying Securities** Deri Securities Security or Exercise any Code (Month/Day/Year) (Instr. 3 and 4) Secu

#### Edgar Filing: Houghton Mifflin Harcourt Co - Form 4



## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

Bayers William Frederick 222 BERKELEY STREET BOSTON, MA 02116

See remarks.

# **Signatures**

/s/ Michael Dolan, Attorney-in-Fact

02/03/2014

\*\*Signature of Reporting Person

Date

# **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, *see* Instruction 4(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).
- (1) Each restricted stock unit represents a contingent right to receive one share of Houghton Mifflin Harcourt Company (the "Company") common stock.
- (2) The restricted stock units vest in three equal installments on January 31, 2015, January 31, 2016 and January 31, 2017, subject to Mr. Bayers' continued employment with the Company.

#### **Remarks:**

Executive Vice President, Secretary and General Counsel. Michael Dolan is the Senior Vice President and Corporate Controlled

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.

Reporting Owners 2