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

FORM 4 UNITED STATES SECURITIES AND EXCHANGES OMMINISON Section 16 subject 0 subject	Houghton Mi Form 4 June 02, 2016	fflin Harcourt Co									
Check this box The box The box The box The box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or Form 4 or Form 4 or Form 4 or Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations may continue. Section 17(a) of the Public Uility Holding Company Act of 1935 or Section any continue. Section 17(a) of the Public Uility Holding Company Act of 1935 or Section 1. Name and Address of Reporting Person CROVITZ L GORDON 1. Name and Address of Reporting Person CROVITZ L GORDON CROVITZ L GORDON 1. Name and Address of Reporting Person CROVITZ L GORDON CROVITZ L GORDON 1. Name and Address of Reporting Person CROVITZ L GORDON Symbol Houghton Mifflin Harcourt Co (HMHC] (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) C/O HOUGHTON MIFFLIN HARCOURT CO., 222 BERKELEY STREET (Street) (Street) (Street) Crow J Crow Crow J Crow Crow J Crow J Crow J Crow Crow J	FORM	Δ							-	PPROVAL	
if no longer subject to Section 16.       STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Expires: 2005 Estimated average purch hours per response         1. Mane and Address of Reporting Person (b).       Filed pursuant to Section 16(a) of the Securities Exchange Act of 1935 or Section 30(h) of the Investment Company Act of 1940       1035 or Section 1940       5. Relationship of Reporting Person(s) to Issuer         1. Name and Address of Reporting Person (b).       2. Issuer Name and Ticker or Trading Symbol Houghton Mifflin Harcourt Co [HMHC]       5. Relationship of Reporting Person(s) to Issuer         (CROVITZ L GORDON       3. Date of Earliest Transaction (Month/Day/Year)       -X_ Director Officer (give tile below)       -10% Owner Officer (give tile below)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       -X_ Director Officer (give tile below)       -10% Owner Officer (give tile below)         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) X_ Form filed by More than One Reporting Person       6. Ownership Form: Direct Indirect Indirect         1. Title of Security       2. Transaction Date 2A. Deemed any (Month/Day/Year)       3. 4. Securities Form: Direct Indirect (Instr. 3)       5. Amount of Code V Amount (J) or Reported TransactionAcquired (A) or Code V Amount (D) Price (Instr. 3 and 4)       6. Ownership (Instr. 4) (Instr. 4) (Reported Transaction(s) (Code V Amount (D) Price		Washington, D.C. 20549									
1. Name and Address of Reporting Person . CROVITZ L GORDON       2. Issuer Name and Ticker or Trading Symbol       5. Relationship of Reporting Person(s) to Issuer         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)       -X_Director (Differe (give title)       -0% Owner (Differe (give title)         C/O HOUGHTON MIFFLIN HARCOURT CO., 222 BERKELEY STREET       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X_ Form filed by More than One Reporting Person Form filed by More than One Reporting Person         (Street)       4. If Amendment, Date Original Filed(Month/Day/Year)       6. Individual or Joint/Group Filing(Check Applicable Line) -X_ Form filed by More than One Reporting Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1. Title of Security       2. Transaction Date (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Disposed of (D) Owned       6. Ownership Forlicially       6. Ownership Owner Ship Forlicially       7. Nature of Securities Beneficially         (Instr. 3)       (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code       5. Amount of Disposed of (D) Owned       6. Ownership Following (Instr. 4)       7. Natu	if no longe subject to Section 16 Form 4 or Form 5 obligation may contin <i>See</i> Instruct	Filed pursua s Section 17(a) of	STATEMENT OF CHANGES IN 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 20(k) of the Investment Company Act of 1940							2005 average irs per	
CROVITZ L GORDON       Symbol       Symbol       Issuer       Issuer         Ymbol       Houghton Mifflin Harcourt Co [HMHC]       (Check all applicable)         (Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)	(Print or Type R	esponses)									
(Last)       (First)       (Middle)       3. Date of Earliest Transaction (Month/Day/Year)		ool ghton Mifflin Harcourt Co				Issuer					
Filed(Month/Day/Year)       Applicable Line) _X_ Form filed by One Reporting Person 	C/O HOUGH HARCOURT	f Earliest Transaction Day/Year)				Officer (give title Other (specify					
BOSTION, MA 02110       Person         (City)       (State)       (Zip)       Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned         1.Title of Security (Instr. 3)       2. Transaction Date 2A. Deemed (Month/Day/Year)       3.       4. Securities TransactionAcquired (A) or Code Disposed of (D)       5. Amount of Security (Instr. 3, 4 and 5)       6. Ownership Form: Direct       7. Nature of Indirect         (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned Transaction(s)       6. Ownership Following (Instr. 4)       7. Nature of Indirect         Common       05/31/2016       M       3.222       A       \$0       19.701       D		-				Applicable Line) _X_ Form filed by One Reporting Person					
1. Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)3.4. Securities TransactionAcquired (A) or Code5. Amount of Securities6. Ownership Form: Direct7. Nature of Indirect1. Title of Security (Instr. 3)2. Transaction Date, if any (Month/Day/Year)3.4. Securities Code5. Amount of Securities6. Ownership Form: Direct7. Nature of Indirect0. Ownership (Instr. 3)0. Ownership (Month/Day/Year)0. Ownership (Instr. 8)0. Ownership (Instr. 3, 4 and 5)0. Ownership Following (Instr. 4)0. Ownership (Instr. 4)Code (A) or Code (Instr. 3 and 4)0. Ownership (Instr. 3 and 4)0. Ownership (Instr. 3 and 4)0. Ownership (Instr. 3 and 4)	BOSTON, M	IA 02116							Nore than One Re	eporting	
Security (Instr. 3)       (Month/Day/Year)       Execution Date, if any       TransactionAcquired (A) or Code       Securities       Form: Direct       Indirect         (Instr. 3)       (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       Form: Direct       Indirect (I)       Ownership         (Month/Day/Year)       (Month/Day/Year)       (Instr. 8)       (Instr. 3, 4 and 5)       Owned       Indirect (I)       Ownership         (A)       or       (A)       or       Reported       Transaction(s)       (Instr. 4)       (Instr. 4)         (A)       or       Code       V       Amount       (D)       Price       Instr. 3 and 4)       D	(City)	(State) (Zip	) Table	e I - Non-De	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficial	lly Owned	
Code V Amount (D) Price $^{\circ}$ Common $_{05/31/2016}$ M $_{3222}$ A $^{\circ}$ 19701 D	Security	(Month/Day/Year) E	A. Deemed Execution Date, if ny	3. Transactio Code (Instr. 8)	4. Securi nAcquired Disposed (Instr. 3,	ties l (A) o l of (D 4 and (A) or	r ) 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership	
		05/31/2016					\$0		D		

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

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 Acquired, Disposed of, or Beneficially Owned
 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ive Expiration Date es (Month/Day/Year) ed (A) or ed of (D)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(1)	05/31/2016		М		3,222	(2)	(2)	Common Stock	3,222
Restricted Stock Units	<u>(1)</u>	05/31/2016		А	4,942		(3)	(3)	Common Stock	4,942

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# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
Treforming Connectionate ( Transie	Director	10% Owner	Officer	Other			
CROVITZ L GORDON C/O HOUGHTON MIFFLIN HARCOURT 222 BERKELEY STREET BOSTON, MA 02116	' CO.,	Х					
Signatures							
/s/ William F. Bayers, Attorney-in-Fact	06/02	2/2016					
**Signature of Reporting Person	Da	ite					
Evaluation of Decrease							

## **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's (the "Company") common stock.
- (2) The restricted stock units vested on May 31, 2016 and were settled in exchange for a like amount of shares of the Company's common stock.
- (3) These restricted stock units vest on May 31, 2019, subject to continued service on the Company's board of directors.

#### **Remarks:**

William F. Bayers is the Executive Vice President, Secretary and General Counsel of the Company.

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.