Houghton Mifflin Harcourt Co Form 4 June 02, 2015

FORM 4

OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or Expires: January 31, 2005

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

Novak E Rogers JR

Houghton Mifflin Harcourt Co

(Check all applicable)

[HMHC]

(Last) (First)

3. Date of Earliest Transaction

_X__ Director __ ____ Officer (give title __

e _____ 10% Owner Other (specify

C/O HOUGHTON MIFFLIN HARCOURT CO.,, 222 BERKELEY STREET

(Street) 4. If Amendment, Date Original

(Month/Day/Year)

 $6.\ Individual\ or\ Joint/Group\ Filing (Check$

Filed(Month/Day/Year)

(Month/Day/Year)

05/31/2015

Applicable Line)
X Form filed by One Reporting Person
___ Form filed by More than One Reporting

D

BOSTON, MA 02116

1 CI

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

1.Title of Security (Instr. 3)

(City)

2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any

(Zip)

(Middle)

3. 4. Securities
TransactionAcquired (A) or
Code Disposed of (D)
(Instr. 8) (Instr. 3, 4 and 5)

5. Amount of Securities Form: Dir Beneficially (D) or Owned Indirect (I Following Reported (Instr. 4)

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4)

(A) or Transaction(s)
. (Instr. 3 and 4)

Code V Amount (D) Price

Common Stock

05/31/2015

(State)

M 4,665 A $\frac{\$ 0}{(1)}$ 14,825

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.

SEC 1474

(9-02)

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

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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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		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)	05/31/2015		M		4,665	(2)	(2)	Common Stock	4,665
Restricted Stock Units	<u>(1)</u>	05/31/2015		A	3,222		<u>(3)</u>	<u>(3)</u>	Common Stock	3,222

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

Novak E Rogers JR C/O HOUGHTON MIFFLIN HARCOURT CO., 222 BERKELEY STREET BOSTON, MA 02116



Signatures

/s/ William F. Bayers,
Attorney-in-Fact
06/02/2015

**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's (the "Company") common stock.
- The restricted stock units vested on May 31, 2015 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, 2016, 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.

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