Houghton Mifflin Harcourt Co Form 4 March 03, 2017

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

January 31, 2005

0.5

burden hours per

response...

Estimated average

10% Owner

Other (specify

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

Check this box

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 \* Archer Ellen

(First)

(Street)

(State)

(Middle)

(Zip)

2. Issuer Name and Ticker or Trading Symbol

Houghton Mifflin Harcourt Co

[HMHC]

3. Date of Earliest Transaction

(Month/Day/Year) 03/01/2017

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

See remarks.

C/O HOUGHTON MIFFLIN

HARCOURT CO., 125 HIGH STREET

(City)

Common

Stock

(Last)

4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

Applicable Line)

Director

X\_ Officer (give title

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

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

below)

BOSTON, MA 02110

3. 1.Title of 2. Transaction Date 2A. Deemed 4. Securities 5. Amount of 6. Ownership 7. Nature of TransactionAcquired (A) or Form: Direct Indirect Security (Month/Day/Year) Execution Date, if Securities (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

\$0 03/01/2017 4.939 4,939 D M (1)

Common 03/01/2017 F 2.074 \$ 11 2,865 D D Stock

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

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# 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)	Execution Date, if any (Month/Day/Year)	Code	5. Number out Derivative 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)		8. Pr Deriv Secu (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(2)	03/01/2017		M	4,939	(3)	(3)	Common Stock	4,939	\$

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Archer Ellen C/O HOUGHTON MIFFLIN HARCOURT CO. 125 HIGH STREET BOSTON, MA 02110

See remarks.

#### **Signatures**

/s/ William F. Bayers,
Attorney-in-Fact
03/03/2017

\*\*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) 4,939 restricted stock units held by Ms. Archer vested on March 1, 2017 and were settled in exchange for a like amount of shares of Houghton Mifflin Harcourt Company's (the "Company") common stock, subject to the Company's withholding of 2,074 shares of common stock to satisfy withholding obligations in connection with federal, state, local or other taxes required to be withheld or paid in connection with the settlement of the restricted stock units.
- (2) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (3) The remaining restricted stock units shall vest in two equal installments on March 1, 2018 and March 1, 2019, subject to continued employment with the Company.

#### **Remarks:**

President, Houghton Mifflin Harcourt Trade Publishing. William F. Bayers is the Executive Vice President, Secretary and Ger Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

Reporting Owners 2

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