

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Shuman Eric Lon | | (Month/Day/Year) | Houghton Mifflin Harcourt Co [HMHC] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 222 BERKELEY STREET | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks | |
| BOSTON,Â MAÂ 02116 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 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) |
| | Date Exercisable Expiration Date | Title Amount or Number of Shares | | | |

| | | | | | | | |
|---|-------|------------|-----------------|-----------|---------|---|---|
| Employee Stock Option (Right to Buy) | Â (1) | 06/22/2019 | Common Stock | 1,637,428 | \$ 12.5 | D | Â |
| Restricted Stock Units | Â (2) | Â (2) | Common Stock | 11,628 | \$ (3) | D | Â |
| Restricted Stock Units | Â (4) | Â (4) | Common Stock | 20,000 | \$ (3) | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Shuman Eric Lon 222 BERKELEY STREET BOSTON, MA 02116 | Â | Â | Â See Remarks | Â |

Signatures

/s/ Eric L.
Shuman

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).
25% of Mr. Shuman's stock options have vested and are currently exercisable. The remaining stock options vest in three equal
- (1) installments on June 22, 2014, June 22, 2015 and June 22, 2016, subject to Mr. Shuman's continued employment with Houghton Mifflin Harcourt Company (the "Company").
- (2) Mr. Shuman's restricted stock units vest on January 30, 2014, subject to Mr. Shuman'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) Mr. Shuman's restricted stock units vest in three equal installments on August 1, 2014, August 1, 2015 and August 1, 2016, subject to Mr. Shuman's continued employment with the Company.

Â

Remarks:

Executive Vice President and Chief Financial Officer

Exhibit 24.1: Power of 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.