Houghton Mifflin Harcourt Co Form 4

February 03, 2014

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

Check this box subject to

if no longer Section 16.

Form 4 or Form 5 obligations

may continue. See Instruction 1(b).

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 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person \*

Ramsayer Lee Raymond

(Last) (First)

(Middle)

222 BERKELEY STREET

(Street)

BOSTON, MA 02116

2. Issuer Name and Ticker or Trading

Symbol

Houghton Mifflin Harcourt Co [HMHC]

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

01/31/2014

4. If Amendment, Date Original

Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to

Issuer

(Check all applicable)

Director 10% Owner X\_ Officer (give title Other (specify below) below)

See remarks.

6. Individual or Joint/Group Filing(Check

Applicable Line)

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

(I)

6. Ownership

Form: Direct

Person

5. Amount of

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

(City) (State) (Zip)

1. Title of

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

(Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code

Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

(A)

Securities Beneficially Owned Following Reported

Transaction(s) (Instr. 3 and 4) (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

7. Nature of

Indirect

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

SEC 1474

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

Code V Amount (D) Price

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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

Security

(Instr. 3)

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year) Execution Date, if

any

4. 5. Number Transaction of Derivative Expiration Date Securities Code

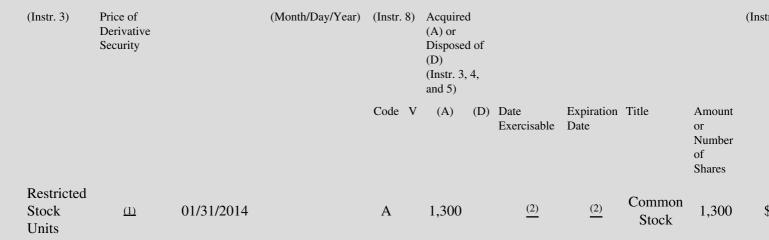
6. Date Exercisable and (Month/Day/Year)

7. Title and Amount of 8. Pr **Underlying Securities** (Instr. 3 and 4)

Deri

Secu

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



## **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Director Officer Other

Ramsayer Lee Raymond 222 BERKELEY STREET See remarks. BOSTON, MA 02116

# **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).
- Each restricted stock unit represents a contingent right to receive one share of Houghton Mifflin Harcourt Company (the "Company") **(1)** common stock.
- The restricted stock units vest in three equal installments on January 31, 2015, January 31, 2016 and January 31, 2017, subject to Mr. **(2)** Ramsayer's continued employment with the Company.

#### **Remarks:**

Executive Vice President, U.S. Sales. Michael Dolan is the Senior Vice President and Corporate Controller 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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