

Houghton Mifflin Harcourt Co
Form 4
July 18, 2014

FORM 4

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

Check this box
if no longer
subject to
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Shuman Eric Lon

2. Issuer Name **and** Ticker or Trading
Symbol
Houghton Mifflin Harcourt Co
[HMHC]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
222 BERKELEY STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
07/16/2014

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
See remarks.

BOSTON, MA 02116

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/16/2014		M	29,316	A \$ 12.5	37,159	D
Common Stock	07/16/2014		S ⁽¹⁾	29,316	D \$ 18.0469 ⁽²⁾	7,843	D
Common Stock	07/17/2014		M	7,684	A \$ 12.5	15,527	D
Common Stock	07/17/2014		S ⁽¹⁾	7,684	D \$ 17.7613 ⁽³⁾	7,843	D

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

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(9-02)

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. Transaction Code (Instr. 8)	5. Number of 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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.5	07/16/2014		M	29,316	<u>(4)</u> 06/22/2019	Common Stock 29,316
Employee Stock Option (Right to Buy)	\$ 12.5	07/17/2014		M	7,684	<u>(4)</u> 06/22/2019	Common Stock 7,684

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Shuman Eric Lon 222 BERKELEY STREET BOSTON, MA 02116	See remarks.

Signatures

/s/ William F. Bayers,
Attorney-in-Fact 07/18/2014

**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).

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- (1) These shares were sold pursuant to a Rule 10b5-1 trading plan.

The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$17.94 to \$18.23. Upon request of the staff of the Securities and Exchange Commission, Houghton Mifflin Harcourt

- (2) Company (the "Company") or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions

- (3) ranged from \$17.66 to \$17.92. Upon request of the staff of the Securities and Exchange Commission, the Company or a security holder of the Company, the reporting person will provide full information regarding the number of shares sold at each separate price.

- (4) 50% of this grant of employee stock options has vested and is currently exercisable. The remaining stock options vest in two equal installments on June 22, 2015 and June 22, 2016, subject to continued employment with the Company.

Remarks:

Executive Vice President and Chief Financial Officer. William F. Bayers is the Executive Vice President, Secretary and General

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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