Edgar Filing: Houghton Mifflin Harcourt Co - Form 4

Houghton Miffli Form 4 August 05, 2014		0								
FORM 4									OMB AF	PROVAL
-	UNITED	STATES		ATTIES A hington,			NGE C	OMMISSION	OMB Number:	3235-0287
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue See Instruction	STATEM Filed pur Section 17(a	suant to S a) of the l	Section 1 Public Ut	SECUR 6(a) of the	ITIES e Securit ling Con	ies E 1pany	xchange y Act of	NERSHIP OF e Act of 1934, 1935 or Section 0	Expires: Estimated a burden hou response	•
1(b).										
(Print or Type Resp	onses)									
1. Name and Addre Shuman Eric Lo		Person [*]	2. Issuer Symbol	Name and	Ticker or	Tradii	ng	5. Relationship of Issuer	Reporting Pers	on(s) to
		Houghton Mifflin Harcourt Co [HMHC]					(Check all applicable)			
(Last)		Middle)	(Month/D		ansaction			Director X_Officer (give below)		Owner r (specify
222 BERKELE	I SIREEI		08/01/20)14				S	ee remarks.	
	(Street)			ndment, Da h/Day/Year)	-	1		6. Individual or Jo Applicable Line) _X_ Form filed by C	One Reporting Pe	rson
BOSTON, MA	02116							Form filed by M Person	lore than One Re	porting
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned
	Transaction Date lonth/Day/Year)	Executio any		3. Transactic Code (Instr. 8)	4. Securi n(A) or Di (Instr. 3,	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common				Code V	Amount	(D)	Price	(Instr. 3 and 4)		
Common 08 Stock 08	8/01/2014			М	6,667	А	\$ 0 <u>(1)</u>	14,510	D	
Common 08 Stock 08	8/01/2014			F	3,144	D	\$ 17.46	11,366	D	

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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day,	Date	7. Title and J Underlying S (Instr. 3 and	Securities	8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	<u>(2)</u>	08/01/2014		М	6,667	(3)	(3)	Common Stock	6,667	\$

Reporting Owners

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
Shuman Eric Lon 222 BERKELEY STREET BOSTON, MA 02116			See remai	rks.
Signatures				
/s/ William F. Bayers, Attorney-in-Fact		08/05/20	014	
**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).

6,667 restricted stock units held by Mr. Shuman vested on August 1, 2014 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 3,144 shares of

- (1) Industrial reaction within that court company's (the company's common stock, subject to the company's within that our company is within the company's wi
- (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 August 1, 2015 and August 1, 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 Gener

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.