

Houghton Mifflin Harcourt Co
Form 4
October 19, 2015

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Zecher Linda Kay

(Last) (First) (Middle)

C/O HOUGHTON MIFFLIN
HARCOURT CO., 222
BERKELEY STREET

(Street)

BOSTON, MA 02116

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
10/15/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

See remarks.

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

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 Ownership Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|--|
| Common Stock | 10/15/2015 | | M | 47,275 A | \$ 12.5 252,774 | D | |
| Common Stock | 10/15/2015 | | S ⁽¹⁾ | 47,275 D | \$ 21.0058 205,499 | D | |
| Common Stock | 10/16/2015 | | M | 17,791 A | \$ 12.5 223,290 | D | |
| Common Stock | 10/16/2015 | | S ⁽¹⁾ | 17,791 D | \$ 21.0634 205,499 | D | |

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(3)

| | | | | | | | | |
|--------------|------------|--|---|-------|---|---------|---------|---|
| Common Stock | 10/19/2015 | | M | 3,300 | A | \$ 12.5 | 208,799 | D |
|--------------|------------|--|---|-------|---|---------|---------|---|

| | | | | | | | | |
|--------------|------------|--|------|-------|---|------------|---------|---|
| Common Stock | 10/19/2015 | | S(1) | 3,300 | D | \$ 21.0018 | 205,499 | D |
|--------------|------------|--|------|-------|---|------------|---------|---|

(4)

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

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.

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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 | 10/15/2015 | | M | | 47,275 | | <u>(5)</u> | 06/22/2019 | Common Stock | 47,275 |
| Employee Stock Option (Right to Buy) | \$ 12.5 | 10/16/2015 | | M | | 17,791 | | <u>(5)</u> | 06/22/2019 | Common Stock | 17,791 |
| Employee Stock Option (Right to Buy) | \$ 12.5 | 10/19/2015 | | M | | 3,300 | | <u>(5)</u> | 06/22/2019 | Common Stock | 3,300 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Zecher Linda Kay
C/O HOUGHTON MIFFLIN HARCOURT CO.,
222 BERKELEY STREET
BOSTON, MA 02116

X

See remarks.

Signatures

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

10/19/2015

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

(2) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$21.00 to \$21.13. Upon request of the staff of the Securities and Exchange Commission, Houghton Mifflin Harcourt 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.

(3) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$21.00 to \$21.19. 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) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$21.00 to \$21.01. 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.

(5) These employee stock options have vested and are currently exercisable.

Remarks:

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

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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