

Houghton Mifflin Harcourt Co
Form 5
February 16, 2016

FORM 5

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).
Form 3 Holdings
Reported
Form 4
Transactions
Reported

**ANNUAL 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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1. Name and Address of Reporting Person *
DOLAN MICHAEL

(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. Statement of Issuer's Fiscal Year Ended
(Month/Day/Year)
12/31/2015

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 Reporting

(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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Amount	(A) or (D)	Price			
Common Stock	05/13/2014	Â	M4	10,000	A	\$ 12.5	10,000	D	Â
Common Stock	05/13/2014	Â	S4 ⁽¹⁾	10,000	D	\$ 18.4501 ⁽²⁾	0	D	Â
	07/25/2014	Â	M4	6,500	A	\$ 13.48	6,500	D	Â

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Common
Stock

Common Stock	07/25/2014	Â	S4 ⁽¹⁾	6,500	D	\$ 17.3227 ⁽³⁾	0	D	Â
Common Stock	01/31/2015	Â	M4 ⁽⁴⁾	693	A	\$ 0 ⁽⁴⁾	693	D	Â
Common Stock	01/31/2015	Â	F4 ⁽⁴⁾	262	D	\$ 19.68 ⁽⁴⁾	431	D	Â
Common Stock	02/04/2015	Â	M4	10,000	A	\$ 12.5	10,431	D	Â
Common Stock	02/04/2015	Â	S4 ⁽¹⁾	10,000	D	\$ 20.3491 ⁽⁵⁾	431	D	Â
Common Stock	07/27/2015	Â	M4	6,500	A	\$ 13.48	6,931	D	Â
Common Stock	07/27/2015	Â	S4 ⁽¹⁾	6,500	D	\$ 26.4028 ⁽⁶⁾	431	D	Â

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 Underlying Security (Instr. 3 and 4)	8. Title and Amount Underlying Security (Instr. 3 and 4)
					(A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Units
Restricted Stock Units	Â	01/31/2014	Â	A4	2,080 Â	Â ⁽⁷⁾ Â ⁽⁷⁾	Common Stock	2
Employee Stock Option (Right to Buy)	\$ 12.5	05/13/2014	Â	M4	Â 10,000	Â ⁽⁸⁾ 01/30/2020	Common Stock	10
Employee Stock	\$ 13.48	07/25/2014	Â	M4	Â 6,500	Â ⁽⁹⁾ 07/25/2020	Common Stock	6

Option
(Right to
Buy)

Restricted
Stock
Units

Â 01/31/2015 Â M4 ⁽⁴⁾ Â 693 Â ⁽⁷⁾ Â ⁽⁷⁾ Common Stock

Employee
Stock
Option
(Right to
Buy)

\$ 12.5 02/04/2015 Â M4 Â 10,000 Â ⁽⁸⁾ 01/30/2020 Common Stock 10

Restricted
Stock
Units

Â 03/03/2015 Â A4 3,980 Â Â ⁽¹⁰⁾ Â ⁽¹⁰⁾ Common Stock 3

Employee
Stock
Option
(Right to
Buy)

\$ 13.48 07/27/2015 Â M4 Â 6,500 Â ⁽⁹⁾ 07/25/2020 Common Stock 6

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DOLAN MICHAEL
C/O HOUGHTON MIFFLIN HARCOURT CO.
222 BERKELEY STREET
BOSTON, MA 02116

Â Â Â See remarks. Â

Signatures

/s/ Michael J.
Dolan

02/16/2016

 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 \$18.45 to \$18.47. 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 \$17.28 to \$17.39. 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.

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- (4) 693 restricted stock units held by the reporting person vested on January 31, 2015 and were settled in exchange for a like amount of shares of the Company's common stock, subject to the Company's withholding of 262 shares of common stock to satisfy withholding obligations in connection with federal, state, local or other taxes required to be withheld or paid in connection with the settlement of the restricted stock units.
- (5) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$20.00 to \$20.46. 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.
- (6) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$26.195 to \$26.58. 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.
- (7) This grant of 2,080 restricted stock units occurred on January 31, 2014, with a vesting schedule of three equal installments (one on each of the first three anniversaries of the grant date), subject to continued employment with the Company. Each restricted stock unit represents a contingent right to receive one share of common stock upon vesting.
- (8) This grant of 40,000 stock options occurred on January 30, 2013, with a vesting schedule of four equal installments (one on each of the first four anniversaries of the grant date), subject to continued employment with the Company.
- (9) This grant of 26,000 stock options occurred on July 25, 2013, with a vesting schedule of four equal installments (one on each of the first four anniversaries of the grant date), subject to continued employment with the Company.
- (10) This grant of 3,980 restricted stock units occurred on March 3, 2015, with a vesting schedule of three equal installments (one on each of the first three anniversaries of the grant date), subject to continued employment with the Company. Each restricted stock unit represents a contingent right to receive one share of common stock upon vesting.

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Remarks:

SeniorÂ ViceÂ PresidentÂ andÂ CorporateÂ Controller.Â TheÂ reportingÂ personÂ hasÂ servedÂ asÂ theÂ Company'sÂ P

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

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