

Houghton Mifflin Harcourt Co  
Form 4  
March 02, 2016

**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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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**DRAGOON JOHN**

(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)  
**02/29/2016**

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price		
Common Stock	02/29/2016		M		2,500	A	\$ 12.5	15,297	D
Common Stock	02/29/2016		S <sup>(1)</sup>		2,500	D	\$ 19	12,797	D
Common Stock	03/01/2016		M		22,500	A	\$ 12.5	35,297	D
Common Stock	03/01/2016		S <sup>(1)</sup>		22,500	D	\$ 19.019 (2)	12,797	D

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Common Stock	03/02/2016	M	25,000	A	\$ 12.5	37,797	D
Common Stock	03/02/2016	<u>S<sup>(1)</sup></u>	25,000	D	<u>\$ 19.276</u> <u>(3)</u>	12,797	D

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

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SEC 1474  
(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	02/29/2016		M	2,500	<u>(4)</u> 06/22/2019	Common Stock 2,500
Employee Stock Option (Right to Buy)	\$ 12.5	03/01/2016		M	22,500	<u>(4)</u> 06/22/2019	Common Stock 22,500
Employee Stock Option (Right to Buy)	\$ 12.5	03/02/2016		M	25,000	<u>(4)</u> 06/22/2019	Common Stock 25,000

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

See remarks.

DRAGOON JOHN  
C/O HOUGHTON MIFFLIN HARCOURT CO.,  
222 BERKELEY STREET  
BOSTON, MA 02116

## Signatures

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

03/02/2016

\_\_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.  
The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$19.00 to \$19.11. 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.
- (2) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$19.17 to \$19.35. 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.
- (3) These employee stock options have vested and are currently exercisable.
- (4)

### Remarks:

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

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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