Edgar Filing: Else-Mitchell Rose - Form 4

Form 4										
March 07, 20	~~.~~~						OMB APPROVAL			
	• • UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549						OMB Number:	3235-0287	
Check th if no long subject to Section 1 Form 4 o	ger STATEN 6. r	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Expires: January 31, 2005 Estimated average burden hours per response 0.5	
Form 5 obligation may cont See Instru 1(b).	ns Section 17(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								
(Print or Type I	Responses)									
1. Name and Address of Reporting Person <u>*</u> Else-Mitchell Rose			2. Issuer Name and Ticker or Trading Symbol Houghton Mifflin Harcourt Co [HMHC]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(First) (HTON MIFFLIN T CO.,, 125 HIG			f Earliest Tr Day/Year) 2019	ransaction		Director X Officer (giv below)		% Owner her (specify	
BOSTON N				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 			
(City)	(State)	(Zip)				~	Person			
	`						Acquired, Disposed o		•	
		ansaction Date 2A. Deemed hth/Day/Year) Execution D any (Month/Day)		Date, if TransactionAcquired (A) or Code Disposed of (D)			Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code V		(D) Pric				
Reminder: Rep	ort on a separate line	e for each cla	ass of sec	urities benef	ficially ow	ned directly	y or indirectly.			

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 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transact Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (D) (Instr. 3, 4, and 5)	Expiration I (Month/Day	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	
Restricted Stock Units	(1)	03/05/2019		А	38,710	<u>(1)</u>	<u>(1)</u>	Common Stock	38,710	

Reporting Owners

Reporting Owner Name / Address		Relationships				
	Director	10% Owner	Officer	Other		
Else-Mitchell Rose C/O HOUGHTON MIFFLIN HARCOURT O 125 HIGH STREET BOSTON, MA 02110	CO.,		See remarks.			
Signatures						
/s/ William F. Bayers, Attorney-in-Fact	03/07/2019					

**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).
- This grant of restricted stock units has a vesting schedule of three equal installments (one on each of the first three anniversaries of the grant date), subject to continued employment with Houghton Mifflin Harcourt Company (the "Company"). Each restricted stock unit represents a contingent right to receive one share of common stock upon vesting.

Remarks:

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

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.