

Houghton Mifflin Harcourt Co  
 Form 4  
 March 02, 2016

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL  
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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

(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  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_ Other (specify below)  
 See remarks.

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ 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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/29/2016		M		2,500	A	\$ 12.5
							15,297
Common Stock	02/29/2016		S <sup>(1)</sup>		2,500	D	\$ 19
							12,797
Common Stock	03/01/2016		M		22,500	A	\$ 12.5
							35,297
Common Stock	03/01/2016		S <sup>(1)</sup>		22,500	D	\$ 19.019
							12,797
							<u>(2)</u>

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

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 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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