

Houghton Mifflin Harcourt Co  
 Form 4  
 October 29, 2014

**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 \*  
 Ramsayer Lee Raymond

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

5. Relationship of Reporting Person(s) to Issuer  
 (Check all applicable)

(Last) (First) (Middle)  
 222 BERKELEY STREET  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 10/27/2014

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_X\_\_\_ Officer (give title below) \_\_\_\_\_ Other (specify below)  
 See remarks.

BOSTON, MA 02116  
 (City) (State) (Zip)

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 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	10/27/2014		M		10,997	A	\$ 12.5
Common Stock	10/27/2014		S <sup>(1)</sup>		10,997	D	\$ 19.7394
Common Stock	10/28/2014		M		4,003	A	\$ 12.5
Common Stock	10/28/2014		S <sup>(1)</sup>		4,003	D	\$ 19.9598

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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.**

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	10/27/2014		M	10,997	<u>(4)</u> 11/07/2019	Common Stock 10,997
Employee Stock Option (Right to Buy)	\$ 12.5	10/28/2014		M	4,003	<u>(4)</u> 11/07/2019	Common Stock 4,003

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ramsayer Lee Raymond 222 BERKELEY STREET BOSTON, MA 02116				See remarks.

## Signatures

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

10/29/2014

\_\_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).

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- (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 \$19.67 to \$19.8316. 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 \$19.86 to \$20.02. 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) 25% of this grant of employee stock options has vested and is currently exercisable. The remaining stock options vest in three equal installments on November 7, 2014, November 7, 2015 and November 7, 2016, subject to continued employment with the Company.

### Remarks:

Executive Vice President, U.S. Sales. 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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