

Houghton Mifflin Harcourt Co  
 Form 3  
 February 16, 2016

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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 \*

Â DOLAN MICHAEL  
 (Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
 11/13/2013

3. Issuer Name and Ticker or Trading Symbol

Houghton Mifflin Harcourt Co [HMHC]

4. Relationship of Reporting Person(s) to Issuer

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

Director  10% Owner  
 Officer  Other  
 (give title below) (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

C/O HOUGHTON MIFFLIN HARCOURT CO.,Â 222 BERKELEY STREET

(Street)

BOSTON,Â MAÂ 02116

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

2. Amount of Securities Beneficially Owned (Instr. 4)

3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)

4. Nature of Indirect Beneficial Ownership (Instr. 5)

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

SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)

2. Date Exercisable and Expiration Date (Month/Day/Year)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date

Title Amount or Number of

Edgar Filing: Houghton Mifflin Harcourt Co - Form 3

|   |       |            |                 | Shares |          | or Indirect<br>(I)<br>(Instr. 5) |   |
|---|-------|------------|-----------------|--------|----------|----------------------------------|---|
| Employee Stock Option<br>(Right to Buy) | Â (1) | 01/30/2020 | Common<br>Stock | 40,000 | \$ 12.5  | D                                | Â |
| Employee Stock Option<br>(Right to Buy) | Â (2) | 07/25/2020 | Common<br>Stock | 26,000 | \$ 13.48 | D                                | Â |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                |       |
|---|---------------|-----------|----------------|-------|
|   | Director      | 10% Owner | Officer        | Other |
| DOLAN MICHAEL<br>C/O HOUGHTON MIFFLIN HARCOURT CO.<br>222 BERKELEY STREET<br>BOSTON,Â MAÂ 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 5(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) The grant of these 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 Houghton Mifflin Harcourt Company (the "Company"). The reporting person owned the full grant of these stock options on November 13, 2013 (the date upon which the Company's common stock became registered under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")).
- (2) The grant of these 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. The reporting person owned the full grant of these stock options on November 13, 2013 (the date upon which the Company's common stock became registered under Section 12(b) of the Exchange Act).

Â

### 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 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.