

Houghton Mifflin Harcourt Co
 Form 5
 February 16, 2016

FORM 5

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).
 Form 3 Holdings Reported Form 4 Transactions Reported

ANNUAL 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

1. Name and Address of Reporting Person *
DOLAN MICHAEL

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)

3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)
 12/31/2015

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

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

(Street)

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

6. Individual or Joint/Group Reporting

(check applicable line)

BOSTON, MA 02116

Form Filed by One Reporting Person
 Form Filed by More than One Reporting Person

(City) (State) (Zip)

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 at end of Issuer's Fiscal Year (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Amount Price			
Common Stock	05/13/2014	Â	M4	10,000 A \$ 12.5	10,000	D	Â
Common Stock	05/13/2014	Â	S4 ⁽¹⁾	10,000 D \$ 18.4501	0	D	Â
	07/25/2014	Â	M4	6,500 A \$ 13.48	6,500	D	Â

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Common Stock									
Common Stock	07/25/2014	Â	S4 ⁽¹⁾	6,500	D	\$ 17.3227 <u>(3)</u>	0	D	Â
Common Stock	01/31/2015	Â	M4 ⁽⁴⁾	693	A	\$ 0 <u>(4)</u>	693	D	Â
Common Stock	01/31/2015	Â	F4 ⁽⁴⁾	262	D	\$ 19.68 <u>(4)</u>	431	D	Â
Common Stock	02/04/2015	Â	M4	10,000	A	\$ 12.5	10,431	D	Â
Common Stock	02/04/2015	Â	S4 ⁽¹⁾	10,000	D	\$ 20.3491 <u>(5)</u>	431	D	Â
Common Stock	07/27/2015	Â	M4	6,500	A	\$ 13.48	6,931	D	Â
Common Stock	07/27/2015	Â	S4 ⁽¹⁾	6,500	D	\$ 26.4028 <u>(6)</u>	431	D	Â

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 Security (Instr. 3 and 4)	An or Nu of
					(A)	(D)	Date Exercisable	Expiration Date		
Restricted Stock Units	Â	01/31/2014	Â	A4	2,080	Â	Â <u>(7)</u>	Â <u>(7)</u>	Common Stock	2
Employee Stock Option (Right to Buy)	\$ 12.5	05/13/2014	Â	M4	Â	10,000	Â <u>(8)</u>	01/30/2020	Common Stock	10
Employee Stock	\$ 13.48	07/25/2014	Â	M4	Â	6,500	Â <u>(9)</u>	07/25/2020	Common Stock	6

Option (Right to Buy)										
Restricted Stock Units	Â	01/31/2015	Â	M4 ⁽⁴⁾	Â	693	Â ⁽⁷⁾	Â ⁽⁷⁾	Common Stock	0
Employee Stock Option (Right to Buy)	\$ 12.5	02/04/2015	Â	M4	Â	10,000	Â ⁽⁸⁾	01/30/2020	Common Stock	10
Restricted Stock Units	Â	03/03/2015	Â	A4	3,980	Â	Â ⁽¹⁰⁾	Â ⁽¹⁰⁾	Common Stock	3
Employee Stock Option (Right to Buy)	\$ 13.48	07/27/2015	Â	M4	Â	6,500	Â ⁽⁹⁾	07/25/2020	Common Stock	6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN MICHAEL C/O HOUGHTON MIFFLIN HARCOURT CO. 222 BERKELEY STREET BOSTON, MA 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 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.
- (2) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$18.45 to \$18.47. 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.
- (3) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$17.28 to \$17.39. 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.

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- (4) 693 restricted stock units held by the reporting person vested on January 31, 2015 and were settled in exchange for a like amount of shares of the Company's common stock, subject to the Company's withholding of 262 shares of common stock to satisfy withholding obligations in connection with federal, state, local or other taxes required to be withheld or paid in connection with the settlement of the restricted stock units.
- (5) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$20.00 to \$20.46. 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.
- (6) The sale price represents the weighted average sale price for multiple transactions reported on this line. The prices of the transactions ranged from \$26.195 to \$26.58. 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.
- (7) This grant of 2,080 restricted stock units occurred on January 31, 2014, with a vesting schedule of three equal installments (one on each of the first three anniversaries of the grant date), subject to continued employment with the Company. Each restricted stock unit represents a contingent right to receive one share of common stock upon vesting.
- (8) This grant of 40,000 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 the Company.
- (9) This grant of 26,000 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.
- (10) This grant of 3,980 restricted stock units occurred on March 3, 2015, with a vesting schedule of three equal installments (one on each of the first three anniversaries of the grant date), subject to continued employment with the Company. Each restricted stock unit represents a contingent right to receive one share of common stock upon vesting.

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Remarks:

Senior Vice President and Corporate Controller. The reporting person has served as the Company's P

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.