

MCKERNAN JOHN R JR
 Form 4
 June 04, 2018

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 *
 MCKERNAN JOHN R JR

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. Date of Earliest Transaction
 (Month/Day/Year)
 05/31/2018

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

C/O HOUGHTON MIFFLIN
 HARCOURT CO., 125 HIGH
 STREET

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

BOSTON, MA 02110

(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 Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Ownership (Instr. 4) | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|-----|-------|
| | | | | (A) or (D) | Code | V | Amount | (D) | Price |

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

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SEC 1474
 (9-02)

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. 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 |
| Restricted Stock Units | (1) | 05/31/2018 | | M | | 6,883 | (2) (2) | Common Stock | 6,883 |
| Phantom Stock | (1) | 05/31/2018 | | A | | 6,883 | (2) (2) | Common Stock | 6,883 |
| Restricted Stock Units | (1) | 05/31/2018 | | A | | 12,500 | (3) (3) | Common Stock | 12,500 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MCKERNAN JOHN R JR C/O HOUGHTON MIFFLIN HARCOURT CO., 125 HIGH STREET BOSTON, MA 02110 | | X | | |

Signatures

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

06/04/2018

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) Each restricted stock unit and each share of phantom stock represents a contingent right to receive one share of Houghton Mifflin Harcourt Company's (the "Company") common stock.

(2) Upon the vesting of the restricted stock units granted to the reporting person on May 31, 2017, the reporting person deferred the receipt of 6,883 shares of common stock and received instead 6,883 shares of phantom stock pursuant to the Company's Non-Employee Director Deferred Compensation Plan. The phantom stock becomes payable upon separation from service in accordance with the Company's Non-Employee Director Deferred Compensation Plan.

(3) This grant of restricted stock units will vest on May 31, 2019, subject to continued service on the Company's board of directors through such vesting date, with settlement of the restricted stock units to be deferred until separation from service as determined in accordance with the Company's Non-Employee Director Deferred Compensation Plan.

Remarks:

William F. Bayers is the Executive Vice President, Secretary and General Counsel of the Company.

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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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