

Houghton Mifflin Harcourt Co  
 Form 4  
 March 01, 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 \*  
 Colangelo Brook Mickey

(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)  
 02/26/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

**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	02/26/2016		M		390	A	\$ 13.48
Common Stock	02/26/2016		S <sup>(1)</sup>		390	D	\$ 19
Common Stock	02/29/2016		M		6,400	A	\$ 13.48
Common Stock	02/29/2016		S <sup>(1)</sup>		6,400	D	\$ 19
	02/29/2016		S <sup>(1)</sup>		206	D	\$ 19

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Common  
Stock

Common Stock 03/01/2016 M 1,544 A \$ 13.48 38,766 D

Common Stock 03/01/2016 S<sup>(1)</sup> 1,544 D \$ 19 37,222 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)	8. Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Right to Buy)	\$ 13.48	02/26/2016		M	390	<sup>(2)</sup> 07/25/2020	Common Stock	390
Employee Stock Option (Right to Buy)	\$ 13.48	02/29/2016		M	6,400	<sup>(2)</sup> 07/25/2020	Common Stock	6,400
Employee Stock Option (Right to Buy)	\$ 13.48	03/01/2016		M	1,544	<sup>(2)</sup> 07/25/2020	Common Stock	1,544

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director   10% Owner   Officer   Other

Colangelo Brook Mickey  
C/O HOUGHTON MIFFLIN HARCOURT CO.,  
222 BERKELEY STREET  
BOSTON, MA 02116

See remarks.

## Signatures

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

03/01/2016

\_\_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) These employee stock options have vested and are currently exercisable.

### Remarks:

Executive Vice President and Chief Technology 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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