

Else-Mitchell Rose  
Form 4  
March 04, 2019

**FORM 4**

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

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Else-Mitchell Rose

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)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/28/2019

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

(Street)

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

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/28/2019		M		13,574	A \$ <u>0</u> <sup>(1)</sup>	43,926	D	
Common Stock	02/28/2019		F		3,996	D \$ 7.91	39,930	D	
Common Stock	03/01/2019		M		3,407	A \$ <u>0</u> <sup>(2)</sup>	43,337	D	
Common Stock	03/01/2019		F		1,003	D \$ 8.16	42,334	D	

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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)

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. 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	(3)	02/28/2019		M		13,574		(4)	(4)	Common Stock	13,574
Restricted Stock Units	(3)	03/01/2019		M		3,407		(2)	(2)	Common Stock	3,407

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

Else-Mitchell Rose  
C/O HOUGHTON MIFFLIN HARCOURT CO.,  
125 HIGH STREET  
BOSTON, MA 02110

See remarks.

## Signatures

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

03/04/2019

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) 13,574 restricted stock units held by Ms. Else-Mitchell vested on February 28, 2019 and were settled in exchange for a like amount of shares of Houghton Mifflin Harcourt Company's (the "Company") common stock, subject to the Company's withholding of 3,996 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.

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- 3,407 restricted stock units held by Ms. Else-Mitchell vested on March 1, 2019 and were settled in exchange for a like amount of shares of the Company's common stock, subject to the Company's withholding of 1,003 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.
- (2)
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (4) The remaining restricted stock units shall vest on February 28, 2020, subject to continued employment with the Company.

### Remarks:

Executive Vice President, Chief Learning Officer. William F. Bayers is the Executive Vice President, Secretary and General C

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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