

DOLAN MICHAEL

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

OMB  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
DOLAN MICHAEL

(Last) (First) (Middle)

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

(Street)

BOSTON, MA 02110

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
Houghton Mifflin Harcourt Co  
[HMHC]

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

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

See remarks.

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/28/2019		M		5,656	A	\$ 0 (1)
Common Stock	02/28/2019		F		1,658	D	\$ 7.91
Common Stock	03/01/2019		M		1,635	A	\$ 0 (2)
Common Stock	03/01/2019		F		466	D	\$ 8.16

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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. Pr Deriv Secur (Instr	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	(3)	02/28/2019		M	5,656	(4)	(4)	Common Stock	5,656
Restricted Stock Units	(3)	03/01/2019		M	1,635	(2)	(2)	Common Stock	1,635

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director 10% Owner Officer Other

DOLAN MICHAEL  
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) 5,656 restricted stock units held by Mr. Dolan 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 1,658 shares of

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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) 1,635 restricted stock units held by Mr. Dolan 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 466 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.
- (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:

Senior Vice President and Corporate Controller. The reporting person serves as the Company's Principal Accounting Officer; I

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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