

Houghton Mifflin Harcourt Co
Form 4/A
November 05, 2015

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
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Cullinane Mary Johanna

(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)
10/05/2015

4. If Amendment, Date Original
Filed(Month/Day/Year)
10/06/2015

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 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	10/05/2015		M ⁽¹⁾		5,615	A	\$ 13.48	55,174 D
Common Stock	10/05/2015		M ⁽¹⁾		9,385	A	\$ 12.5	64,559 D

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

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SEC 1474
(9-02)

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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
Employee Stock Option (Right to Buy)	\$ 13.48	10/05/2015		M ⁽¹⁾	5,615	⁽²⁾ 07/25/2020	Common Stock	5,615
Employee Stock Option (Right to Buy)	\$ 12.5	10/05/2015		M ⁽¹⁾	9,385	⁽²⁾ 06/22/2019	Common Stock	9,385

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Cullinane Mary Johanna C/O HOUGHTON MIFFLIN HARCOURT CO., 222 BERKELEY STREET BOSTON, MA 02116	See remarks.

Signatures

/s/ William F. Bayers,
Attorney-in-Fact
11/05/2015

__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) This amendment is being filed to reflect the fact that the 15,000 shares sold by the reporting person on October 5, 2015 (as reported on the Form 4 filed by the reporting person on October 6, 2015) were acquired by the reporting person as a result of the exercise of options from two separate grants (with different strike prices) rather than a single grant, as was previously reported. This amendment also amends the other line items in the previously filed Form 4 affected by this correction.

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- (2) These employee stock options have vested and are currently exercisable.

Remarks:

Chief Content Officer and Executive Vice President, Corporate Affairs. William F. Bayers is the Executive Vice President, Se

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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