

Abbott Joseph Patrick Jr.  
Form 4  
May 11, 2018

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
Abbott Joseph Patrick 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)  
05/09/2018

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

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)                                                        | Price                                                                                         |                                                          |                                   |
|                                 |                                      |                                                    |                                | Code V                                                            | Amount                                                                                        |                                                          |                                   |
| Common Stock                    | 05/09/2018                           |                                                    | M                              | 8,975 A                                                           | \$ 0 (1)                                                                                      | 24,353                                                   | D                                 |
| Common Stock                    | 05/09/2018                           |                                                    | F                              | 3,270 D                                                           | \$ 6.95                                                                                       | 21,083                                                   | D                                 |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474 (9-02)

Edgar Filing: Abbott Joseph Patrick Jr. - Form 4

**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. Price or Value of Underlying Securities (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|---------------------------------------------------------------|-------------------------------------------------------------|
| Restricted Stock Units                     | (2)                                                    | 05/09/2018                           |                                                    | M                              | 8,975                                                                                   | (3) (3)                                                  | Common Stock                                                  | 8,975                                                       |

## Reporting Owners

| Reporting Owner Name / Address                                                                         | Relationships |           |         |              |
|--------------------------------------------------------------------------------------------------------|---------------|-----------|---------|--------------|
|                                                                                                        | Director      | 10% Owner | Officer | Other        |
| Abbott Joseph Patrick Jr.<br>C/O HOUGHTON MIFFLIN HARCOURT CO.,<br>125 HIGH STREET<br>BOSTON, MA 02110 |               |           |         | See remarks. |

## Signatures

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

05/11/2018

\*\*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) 8,975 restricted stock units held by Mr. Abbott vested on May 9, 2018 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 3,270 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) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
  - (3) The remaining restricted stock units shall vest on May 9, 2019, subject to continued employment with the Company.

### Remarks:

Executive Vice President and Chief Financial 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.