Edgar Filing: Houghton Mifflin Harcourt Co - Form 4

Houghton M Form 4 March 07, 20	ifflin Harcourt Co)16									
Check th	UNITED ST	RITIES AND EXCHANGE COMM shington, D.C. 20549				OMMISSION	OMB Number:	3235-0287		
if no long subject to Section 1 Form 4 o Form 5 obligation may cont <i>See</i> Instru	6. r Filed pursua inue. Section 17(a)	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						burden hour response	ated average n hours per	
1(b).										
(Print or Type F	(esponses)									
1. Name and A Zecher Lind	er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer					
	ton Mifflin Harcourt Co C]				(Check all applicable)					
(Last) C/O HOUG HARCOUR BERKELEY	of Earliest Transaction Day/Year) 2016			X Director 10% Owner X Officer (give title Other (specify below) below) See remarks.						
	endment, Date Original nth/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person						
BOSTON, MA 02116 Form filed by More than One Reporting Person										
(City)	(State) (Zij	^{p)} Tabl	e I - Non-Dei	rivative	Secur	ities Acqu	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	a	A. Deemed Execution Date, if ny Month/Day/Year)	Transaction Code ((Instr. 8)	(Instr. 3,	sposed 4 and (A) or	d of (D) 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)		
Common Stock	03/03/2016		Code V $F(1)$	Amount 9,291	(D) D	Price \$ 19.77	196,208	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.

 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)	4. Transactio Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Unde Secur	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address		Relationships						
		Director	10% Owner	Officer	Other			
Zecher Linda Kay C/O HOUGHTON MIFFLIN HARCOURT 222 BERKELEY STREET BOSTON, MA 02116	СО.,	Х		See remarks.				
Signatures								
/s/ William F. Bayers, Attorney-in-Fact	03/07/2016							
**Signature of Reporting Person	Da	ite						

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) Represents the issuer's withholding of shares to satisfy federal, state, local or other tax obligations associated with the vesting of certain shares of time-based vesting restricted stock granted to the reporting person on March 3, 2015.

Remarks:

President and Chief Executive Officer. William F. Bayers is the Executive Vice President, Secretary and General Counsel of the

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.