

DOLAN MICHAEL  
Form 4  
March 01, 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  
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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)  
02/27/2019

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 (1)	
Common Stock	02/27/2019		M		7,143	A \$ 0 (1)	31,062 (2) D
Common Stock	02/27/2019		F		2,482	D \$ 8.49	28,580 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  
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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Units	(3)	02/27/2019		M	7,143	(4) (4)	Common Stock	7,143

## 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

03/01/2019

\_\_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) 7,143 restricted stock units held by Mr. Dolan vested on February 27, 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 2,482 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) The amount of securities beneficially owned by the reporting person includes 1,107 shares acquired under the Company's Employee Stock Purchase Plan effective as of December 31, 2018 and 1,107 shares acquired under the Company's Employee Stock Purchase Plan effective as of June 30, 2018.
- (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 in two equal installments on February 27, 2020 and February 27, 2021, subject to continued employment with the Company.

### Remarks:

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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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