

Houghton Mifflin Harcourt Co
Form 8-K
March 05, 2018

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

FORM 8-K

CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): March 1, 2018

HOUGHTON MIFFLIN HARCOURT COMPANY

(Exact name of Registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

125 High Street

001-36166
(Commission

File No.)

27-1566372
(IRS Employer

Identification No.)

02110

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Boston, MA
(Address of principal executive offices) **(Zip Code)**
(617) 351-5000

(Registrant's telephone number, including area code)

NOT APPLICABLE

(Former Name or Former Address, if Changed Since Last Report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 5.02 Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.

On March 1, 2018, the Board of Directors (the Board) of Houghton Mifflin Harcourt Company (the Company) increased the number of directors comprising the Board from nine to ten members and appointed Jean S. Desravines to the Board to fill the vacancy created thereby, all effective immediately. The Board determined that Mr. Desravines is an independent director under Nasdaq rules and appointed him to serve on the Audit Committee of the Board.

Mr. Desravines will receive standard non-employee director compensation (prorated for the length of his service during the current Board term) under the Company's non-employee director compensation program as described under the section entitled "Director Compensation" in the Company's definitive proxy statement filed with the Securities and Exchange Commission (the SEC) on March 29, 2017. He will also be eligible to participate in the Company's non-employee director deferred compensation plan, which was previously filed as Exhibit 10.50 to the Company's Annual Report on Form 10-K filed with the SEC on February 25, 2016.

In connection with his appointment to the Board, the Company intends to enter into an indemnification agreement with Mr. Desravines in substantially the form of indemnification agreement entered into by the Company with its other directors, which form of agreement was previously filed with the SEC as Exhibit 10.12 to Amendment No. 1 to the Company's Registration Statement on Form S-1.

On March 5, 2018, the Company issued a press release announcing the appointment of Mr. Desravines, a copy of which is filed herewith as Exhibit 99.1.

Item 9.01 Financial Statements and Exhibits.

(d) Exhibits.

Exhibit

No.	Description
99.1	<u>Press Release of Houghton Mifflin Harcourt Company dated March 5, 2018</u>

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Dated: March 5, 2018

HOUGHTON MIFFLIN HARCOURT COMPANY

By: /s/ Michael Dolan

Name: Michael Dolan

Title: Senior Vice President and Corporate Controller