

Houghton Mifflin Harcourt Co  
 Form 4/A  
 May 16, 2016

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

OMB APPROVAL

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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 \*  
 Cullinane Mary Johanna

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)  
 03/03/2016

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

C/O HOUGHTON MIFFLIN HARCOURT CO., 222 BERKELEY STREET

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)  
 03/07/2016

6. Individual or Joint/Group Filing(Check Applicable Line)  
 \_\_\_X\_\_\_ Form filed by One Reporting Person  
 \_\_\_ Form filed by More than One Reporting Person

BOSTON, MA 02116

(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 Indirect Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	03/03/2016		M <sup>(1)</sup>	A	\$ 12.5	62,279	D
Common Stock	03/03/2016		M <sup>(1)</sup>	A	\$ 13.48	64,793	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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 12.5	03/03/2016		M <sup>(1)</sup>	12,486	<sup>(2)</sup> 06/22/2019	Common Stock 12,486
Employee Stock Option (Right to Buy)	\$ 13.48	03/03/2016		M <sup>(1)</sup>	2,514	<sup>(2)</sup> 07/25/2020	Common Stock 2,514

## 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

05/16/2016

        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 March 3, 2016 (as reported on the Form 4 filed by the reporting person on March 7, 2016) 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.
- (2) These employee stock options have vested and are currently exercisable.

**Remarks:**

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

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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