

Houghton Mifflin Harcourt Co
 Form 3
 November 13, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * Short Mark Paul (Last) (First) (Middle) 222 BERKELEY STREET (Street) BOSTON, MA 02116 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/13/2013 | 3. Issuer Name and Ticker or Trading Symbol Houghton Mifflin Harcourt Co [HMHC] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|--|---|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|--|---|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) Date Exercisable Expiration Date | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) Title Amount or Number of Shares | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|--|---|--|--|--|

| | | | | | | | |
|---|-------|------------|-----------------|--------|----------|---|---|
| Employee Stock Option (Right to Buy) | Â (1) | 11/26/2019 | Common Stock | 40,000 | \$ 12.5 | D | Â |
| Employee Stock Option (Right to Buy) | Â (2) | 07/25/2020 | Common Stock | 60,000 | \$ 13.48 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| Short Mark Paul 222 BERKELEY STREET BOSTON, MA 02116 | Â | Â | Â See Remarks | Â |

Signatures

/s/ Mark P. Short 11/13/2013

**Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Mr. Short's stock options vest in four equal installments on November 26, 2013, November 26, 2014, November 26, 2015 and November 26, 2016, subject to Mr. Short's continued employment with Houghton Mifflin Harcourt Company (the "Company").
- (2) Mr. Short's stock options vest in four equal installments on July 25, 2014, July 25, 2015, July 25, 2016 and July 25, 2017, subject to Mr. Short's continued employment with the Company.

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Remarks:

Senior Vice President, International Markets

Exhibit 24.1: Power of Attorney

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.