

Houghton Mifflin Harcourt Co
 Form 3
 February 16, 2016

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 *

Â DOLAN MICHAEL
 (Last) (First) (Middle)

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

5. If Amendment, Date Original Filed(Month/Day/Year)

(Check all applicable)

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

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

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

(Street)

BOSTON,Â MAÂ 02116

(City) (State) (Zip)

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)

3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security: Direct (D)

6. Nature of Indirect Beneficial Ownership (Instr. 5)

Date Exercisable Date Expiration Date

Title Amount or Number of

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				Shares		or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	Â (1)	01/30/2020	Common Stock	40,000	\$ 12.5	D	Â
Employee Stock Option (Right to Buy)	Â (2)	07/25/2020	Common Stock	26,000	\$ 13.48	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DOLAN MICHAEL C/O HOUGHTON MIFFLIN HARCOURT CO. 222 BERKELEY STREET BOSTON,Â MAÂ 02116	Â	Â	Â See remarks.	Â

Signatures

/s/ Michael J.
Dolan

02/16/2016

**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) The grant of these stock options occurred on January 30, 2013, with a vesting schedule of four equal installments (one on each of the first four anniversaries of the grant date), subject to continued employment with Houghton Mifflin Harcourt Company (the "Company"). The reporting person owned the full grant of these stock options on November 13, 2013 (the date upon which the Company's common stock became registered under Section 12(b) of the Securities Exchange Act of 1934, as amended (the "Exchange Act")).

(2) The grant of these stock options occurred on July 25, 2013, with a vesting schedule of four equal installments (one on each of the first four anniversaries of the grant date), subject to continued employment with the Company. The reporting person owned the full grant of these stock options on November 13, 2013 (the date upon which the Company's common stock became registered under Section 12(b) of the Exchange Act).

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Remarks:

SeniorÂ ViceÂ PresidentÂ andÂ CorporateÂ Controller.Â TheÂ reportingÂ personÂ hasÂ servedÂ asÂ theÂ Company'sÂ P

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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