

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

### Table I - Non-Derivative Securities Beneficially Owned

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

|   |       |            |                 |         |         |   |   |
|---|-------|------------|-----------------|---------|---------|---|---|
| Employee Stock Option<br>(Right to Buy) | Â (1) | 11/07/2019 | Common<br>Stock | 573,100 | \$ 12.5 | D | Â |
| Employee Stock Option<br>(Right to Buy) | Â (2) | 01/30/2020 | Common<br>Stock | 245,614 | \$ 12.5 | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                  | Relationships |           |               |       |
|---|---------------|-----------|---------------|-------|
|   | Director      | 10% Owner | Officer       | Other |
| Ramsayer Lee Raymond<br>222 BERKELEY STREET<br>BOSTON, MA 02116 | Â             | Â         | Â See Remarks | Â     |

## Signatures

/s/ Lee R.  
Ramsayer

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).
- 25% of Mr. Ramsayer's stock options have vested and are currently exercisable. The remaining stock options vest in three equal
- (1) installments on November 7, 2014, November 7, 2015 and November 7, 2016, subject to Mr. Ramsayer's continued employment with Houghton Mifflin Harcourt Company (the "Company").
- (2) Mr. Ramsayer's stock options vest in four equal installments on January 30, 2014, January 30, 2015, January 30, 2016 and January 30, 2017, subject to Mr. Ramsayer's continued employment with the Company.

Â

### Remarks:

ExecutiveÂ ViceÂ President,Â U.S.Â Sales

ExhibitÂ 24.1:Â PowerÂ ofÂ 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.