

Else-Mitchell Rose  
Form 3  
August 10, 2017

**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 <b>and</b> Ticker or Trading Symbol                     |                                                      |
| Â Else-Mitchell Rose                                 |         | (Month/Day/Year)                     | Houghton Mifflin Harcourt Co [HMHC]                                    |                                                      |
| (Last)                                               | (First) | (Middle)                             | 08/04/2017                                                             |                                                      |
| C/O HOUGHTON MIFFLIN HARCOURT CO.,,Â 125 HIGH STREET |         |                                      | 4. Relationship of Reporting Person(s) to Issuer                       | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street)                                             |         |                                      | (Check all applicable)                                                 |                                                      |
| BOSTON,Â MAÂ 02110                                   |         |                                      | <input type="checkbox"/> Director                                      | <input type="checkbox"/> 10% Owner                   |
| (City)                                               |         |                                      | <input checked="" type="checkbox"/> Officer                            | <input type="checkbox"/> Other                       |
| (State)                                              |         |                                      | (give title below) (specify below)                                     |                                                      |
| (Zip)                                                |         |                                      | See remarks                                                            |                                                      |
|                                                      |         |                                      | 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<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) |
|------------------------------------|----------------------------------------------------------|-------------------------------------------------------------------|----------------------------------------------------------|
| Common Stock                       | 3,412                                                    | D                                                                 | Â                                                        |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

**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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership<br>(Instr. 5) |
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|
|-----------------------------------------------|-------------------------------------------------------------|--------------------------------------------------------------------------------|-----------------------------------------------|-------------------------------------------|----------------------------------------------------------|

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|                                      | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|----------|---------------------------------------|---|
| Employee Stock Option (Right to Buy) | Â (1)            | Â (1)           | Common Stock | 20,000                     | \$ 22.8  | D                                     | Â |
| Restricted Stock Unit                | Â (2)            | Â (2)           | Common Stock | 4,386                      | \$ (2)   | D                                     | Â |
| Restricted Stock Unit                | Â (3)            | Â (3)           | Common Stock | 6,814                      | \$ (3)   | D                                     | Â |
| Restricted Stock Unit                | Â (4)            | Â (4)           | Common Stock | 18,100                     | \$ (4)   | D                                     | Â |
| Restricted Stock Unit                | Â (4)            | Â (4)           | Common Stock | 22,624                     | \$ (4)   | D                                     | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                                  | Relationships |           |               |       |
|-------------------------------------------------------------------------------------------------|---------------|-----------|---------------|-------|
|                                                                                                 | Director      | 10% Owner | Officer       | Other |
| Else-Mitchell Rose<br>C/O HOUGHTON MIFFLIN HARCOURT CO.,<br>125 HIGH STREET<br>BOSTON, MA 02110 | Â             | Â         | Â See remarks | Â     |

## Signatures

/s/ Rose  
Else-Mitchell

08/10/2017

\*\*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) 6,667 of these employee stock options have vested and are currently exercisable. The remaining 13,333 employee stock options will vest in two equal installments on August 11, 2017 and August 11, 2018, subject to continued employment with Houghton Mifflin Harcourt Company (the "Company").
- (2) These restricted stock units will vest in two equal installments on August 11, 2017 and August 11, 2018, subject to continued employment with the Company. Each restricted stock unit represents a contingent right to receive one share of common stock.
- (3) These restricted stock units will vest in two equal installments on March 1, 2018 and March 1, 2019, subject to continued employment with the Company. Each restricted stock unit represents a contingent right to receive one share of common stock.
- (4) These restricted stock units will vest in three equal installments on February 28, 2017, February 28, 2018 and February 28, 2019, subject to continued employment with the Company. Each restricted stock unit represents a contingent right to receive one share of common stock.

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### Remarks:

Executive Vice President, Chief Learning Officer.  
Exhibit 24.1: Power of Attorney.

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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.