## Edgar Filing: Ramsayer Lee Raymond - Form 4

Ramsayer L Form 4 March 04, 2	ee Raymond									
FORN	ЛЛ							-	PPROVAL	
<b>UNITED STATES SECURITIES AND EXCHANGE COMMISSION</b> Washington, D.C. 20549						OMB Number:	3235-0287			
Check the check	U						January 31, 2005			
subject t Section Form 4 (	0 16.	ENT OF CHA	F CHANGES IN BENEFICIAL OWNER SECURITIES					Estimated burden ho response	urs per	
Form 5 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 1(b).										
(Print or Type	Responses)									
1. Name and A Ramsayer I	er Name <b>and</b> Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer					
	Hough [HMH	ton Miffli C]	n Harcou	rt Co		(Check all applicable)				
			e of Earliest Transaction h/Day/Year)				Director 10% Owner X Officer (give title Other (specify			
C/O HOUC HARCOUE STREET	below)				1	below) See remarks.				
	(Street)	. ,			l		6. Individual or Joint/Group Filing(Check			
BOSTON.	onth/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting					
BOSTON, MA 02110 (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned										
1.Title of	2. Transaction Date		3.				5. Amount of	6.	7. Nature of	
Security (Instr. 3)		Execution Date, if any (Month/Day/Year)	Code	on(A) or Di (Instr. 3, 4	4 and 3		Securities Beneficially Owned Following Reported	Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)			
Common Stock	02/28/2019		M	10,860	A	\$ 0 (1)	45,738	D		
Common Stock	02/28/2019		F	3,198	D	\$ 7.91	42,540	D		
Common Stock	03/01/2019		М	6,132	A	\$ 0 (2)	48,672	D		
Common Stock	03/01/2019		F	1,805	D	\$ 8.16	46,867	D		
							390	I		

		Luguri	inig. Hanibayo		(ynno						
Common Stock									By spou through Employ Stock Purchase Plan	ee	
Reminder: Re	port on a sepa	rate line for each class	s of securities benefic	Persons informative required	who tion c I to re a cu	respond ontained spond u	rectly. to the colle in this form nless the for alid OMB co	n are not rm	SEC 1474 (9-02)		
			ive Securities Acqui its, calls, warrants, c					1			
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)	TransactionDerivative E		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. l De Sec (In	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	(3)	02/28/2019		М		10,860	(4)	(4)	Common Stock	10,860	
Restricted Stock Units	(3)	03/01/2019		М		6,132	(2)	<u>(2)</u>	Common Stock	6,132	
Report	ting Ov	wners									
I	Reporting Ow	ner Name / Address	Direct	or 10% C		t <b>ionships</b> Officer	О	ther			
		nd FFLIN HARCOU	RT CO.,			See re	emarks.				

## Signatures

125 HIGH STREET BOSTON, MA 02110

/s/ William F. Bayers, Attorney-in-Fact	03/04/2019			
<u>**</u> 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).

10,860 restricted stock units held by Mr. Ramsayer vested on February 28, 2019 and were settled in exchange for a like amount of shares of Houghton Mifflin Harcourt Company's (the "Company") common stock, subject to the Company's withholding of 3,198 shares of a stock to satisfy withholding abligations in connection with federal state local or other taxes required to be withhold or paid in

(1) of Hodghton Whithin Harcourt Company's (the Company') common stock, subject to the Company's withholding of 3,136 shares of common stock to satisfy withholding obligations in connection with federal, state, local or other taxes required to be withheld or paid in connection with the settlement of the restricted stock units.

6,132 restricted stock units held by Mr. Ramsayer vested on March 1, 2019 and were settled in exchange for a like amount of shares of the Company's common stock, subject to the Company's withholding of 1,805 shares of common stock to satisfy withholding obligations

- (2) the company's common stock, subject to the company's withholding of 1,000 shares of common stock to satisfy withholding obligation in connection with federal, state, local or other taxes required to be withheld or paid in connection with the settlement of the restricted stock units.
- (3) Each restricted stock unit represents a contingent right to receive one share of the Company's common stock.
- (4) The remaining restricted stock units shall vest on February 28, 2020, subject to continued employment with the Company.

## **Remarks:**

Executive Vice President, Global Sales and Field Marketing. William F. Bayers is the Executive Vice President, Secretary and

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.