

Houghton Mifflin Harcourt Co  
 Form 3  
 November 13, 2013

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

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

**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 Cullinane Mary Johanna (Last) (First) (Middle)  222 BERKELEY STREET (Street)  BOSTON,Â MAÂ 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)

**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 (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)	06/22/2019	Common Stock	327,486	\$ 12.5	D	Â
Employee Stock Option (Right to Buy)	Â (2)	07/25/2020	Common Stock	327,484	\$ 13.48	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Cullinane Mary Johanna 222 BERKELEY STREET BOSTON, MA 02116	Â	Â	Â See Remarks	Â

## Signatures

/s/ Mary J. Cullinane 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 Ms. Cullinane's stock options have vested and are currently exercisable. The remaining stock options vest in three equal installments on June 22, 2014, June 22, 2015 and June 22, 2016, subject to Ms. Cullinane's continued employment with Houghton Mifflin Harcourt Company (the "Company").
- (1) Ms. Cullinane's stock options vest in four equal installments on July 25, 2014, July 25, 2015, July 25, 2016 and July 25, 2017, subject to Ms. Cullinane's continued employment with the Company.

Â

### Remarks:

Chief Content Officer and Executive Vice President, Corporate Affairs

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.