

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934
or Section 30(h) of the Investment Company Act of 1940

Check this box if no longer subject to
Section 16. Form 4 or Form 5
obligations may continue. See
Instruction 1(b).

Check this box to indicate that a
transaction was made pursuant to a
contract, instruction or written plan
for the purchase or sale of equity
securities of the issuer that is
intended to satisfy the affirmative
defense conditions of Rule 10b5-
1(c). See Instruction 10.

1. Name and Address of Reporting Person* <u>McGee Thomas W.</u> (Last) (First) (Middle) <u>3300 NORTH SAM HOUSTON PARKWAY EAST</u> (Street) <u>HOUSTON TX 77032</u> (City) (State) (Zip)	2. Issuer Name and Ticker or Trading Symbol <u>HMH Holding Inc [HMH]</u> Foreign Trading Symbol 3. Date of Earliest Transaction (Month/Day/Year) <u>09/03/2026</u> 4. If Amendment, Date of Original Filed (Month/Day/Year)	5. Relationship of Reporting Person(s) to Issuer (Check all applicable) Director 10% Owner ☒ Officer (give title below) Other (specify below) <u>Chief Financial Officer</u> 6. Individual or Joint/Group Filing (Check Applicable Line) ☒ Form filed by One Reporting Person Form filed by More than One Reporting Person
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Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)		4. Securities Acquired (A) or Disposed Of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Class A Common Stock	09/03/2026		A		10,927 ⁽¹⁾	A	\$19.26	159,295	D	
Class A Common Stock	09/03/2026		F		4,300 ⁽²⁾	D	\$19.26	154,995	D	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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)	4. Transaction Code (Instr. 8)		5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V		Date Exercisable	Expiration Date					

Explanation of Responses:

1. On April 2, 2026, the reporting person was granted 10,927 performance-based restricted stock units, each of which represented a contingent right to receive one share of Class A common stock, par value \$0.01 per share, of HMH Holding Inc. (the "Issuer"). The restricted stock units could be earned up to 200% of target depending on the Issuer's EBITDA growth as compared to the EBITDA growth of a set of peer companies over the three-year period from September 1, 2023 through August 31, 2026 and subject to the reporting person's continued service throughout such three-year period. On September 3, 2026, the Compensation Committee of the Board of Directors of the Issuer certified achievement of the performance condition at 50%, resulting in the restricted stock units originally granted becoming earned at 100% of the target amount granted.
2. Represents shares of Class A common stock, par value \$0.01 per share of the Issuer withheld to satisfy tax withholding obligations upon the vesting of performance-based restricted stock units. This net settlement was approved by the board of directors of the Issuer pursuant to Rule 16b-3 under the Securities Exchange Act of 1934, as amended.

Remarks:

/s/ Dwight W. Rettig,
Attorney-in-Fact 09/04/2026

** Signature of Reporting Person Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.