

Houghton Mifflin Harcourt Co  
Form 4  
June 30, 2015

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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

**STATEMENT OF CHANGES IN 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 \*  
Anchorage Capital Group, L.L.C.

2. Issuer Name and Ticker or Trading Symbol  
Houghton Mifflin Harcourt Co [HMHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
610 BROADWAY, 6TH FLOOR  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
06/26/2015

\_\_\_\_ Director  
\_\_\_\_ Officer (give title below)  
\_\_X\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

NEW YORK, NY 10012

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_\_\_\_ Form filed by One Reporting Person  
\_\_X\_\_ Form filed by More than One Reporting Person

(City) (State) (Zip)

**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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock, \$0.01 par value per share	06/26/2015		X	17,272 (3) A \$ 21.14	427,067	I (1) (2)	By Anchorage Illiquid Opportunities Offshore Master, L.P.
Common Stock, \$0.01 par value per share	06/26/2015		X	4,376 (3) A \$ 21.14	140,974	I (1) (2)	By Anchorage Illiquid Opportunities Offshore Master II, L.P.
	06/26/2015		X	4,254 (3) A	759,845	I (1) (2)	

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Common Stock, \$0.01 par value per share				\$ 21.14				By GRF Master Fund II, L.P.
Common Stock, \$0.01 par value per share	06/26/2015	S <sup>(4)</sup>	13,942 <sup>(3)</sup>	D	\$ 26.19	413,125	I <sup>(1)</sup> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master, L.P.
Common Stock, \$0.01 par value per share	06/26/2015	S <sup>(4)</sup>	3,533 <sup>(3)</sup>	D	\$ 26.19	137,441	I <sup>(1)</sup> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master II, L.P.
Common Stock, \$0.01 par value per share	06/26/2015	S <sup>(4)</sup>	3,434 <sup>(3)</sup>	D	\$ 26.19	756,411	I <sup>(1)</sup> <u>(2)</u>	By GRF Master Fund II, L.P.
Common Stock, \$0.01 par value per share	06/26/2015	S	413,125 <sup>(3)</sup>	D	\$ 25.66	0	I <sup>(1)</sup> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master, L.P.
Common Stock, \$0.01 par value per share	06/26/2015	S	137,441 <sup>(3)</sup>	D	\$ 25.66	0	I <sup>(1)</sup> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master II, L.P.
Common Stock, \$0.01 par value per share	06/26/2015	S	756,411 <sup>(3)</sup>	D	\$ 25.66	0	I <sup>(1)</sup> <u>(2)</u>	By GRF Master Fund II, L.P.
Common Stock, \$0.01 par value per share						19,330,830 <sup>(5)</sup>	I <sup>(1)</sup> <u>(2)</u>	By Anchorage Capital Master Offshore, Ltd.
Common Stock, \$0.01 par value per share						622,320 <sup>(5)</sup>	I <sup>(1)</sup> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master III,

Common Stock, \$0.01 par value per share	134,740 <sup>(5)</sup>	I <sup>(1)</sup> <sup>(2)</sup>	L.P. By PCI Fund LLC
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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**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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Warrants (right to buy)	\$ 21.14	06/26/2015		X	8,636 <sup>(3)</sup>	06/22/2012 06/22/2019	Common Stock, \$0.01 par value per share	17,272 <sup>(6)</sup>	
Common Stock Warrants (right to buy)	\$ 21.14	06/26/2015		X	2,188 <sup>(3)</sup>	06/22/2012 06/22/2019	Common Stock, \$0.01 par value per share	4,376 <sup>(6)</sup>	
Common Stock Warrants (right to buy)	\$ 21.14	06/26/2015		X	2,127 <sup>(3)</sup>	06/22/2012 06/22/2019	Common Stock, \$0.01 par value per share	4,254 <sup>(6)</sup>	
Common Stock Warrants (right to buy)	\$ 21.14					06/22/2012 06/22/2019	Common Stock, par value \$0.001 per share	414,392 <sup>(6)</sup>	



## 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).

Anchorage Advisors Management, L.L.C. is the sole managing member of Anchorage Capital Group, L.L.C., the investment advisor to each of Anchorage Capital Master Offshore, Ltd., Anchorage Illiquid Opportunities Offshore Master, L.P., Anchorage Illiquid

(1) Opportunities Offshore Master II, L.P., Anchorage Illiquid Opportunities Offshore Master III, L.P., GRF Master Fund II, L.P., and PCI Fund LLC. Mr. Davis is the President of Anchorage Capital Group, L.L.C. and a managing member of Anchorage Advisors Management, L.L.C. Mr. Ulrich is the Chief Executive Officer of Anchorage Capital Group, L.L.C. and the other managing member of Anchorage Advisors Management, L.L.C.

(2) Each reporting person disclaims beneficial ownership of the reported securities except to the extent, if any, of its or his pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) Each of Anchorage Illiquid Opportunities Offshore Master, L.P., Anchorage Illiquid Opportunities Offshore Master II, L.P. and GRF Master Fund II, L.P. is in the process of selling or otherwise resolving investments in preparation for the formal liquidation of such investment funds pursuant to their governing documents and the transactions reported herein were effected in connection with such processes.

(4) These shares were used to pay the exercise price for the warrant exercises on June 26, 2015 on a cashless basis, with fractional shares paid out in cash.

(5) There were no reportable transactions in the shares or warrants held for the accounts of each of Anchorage Capital Master Offshore, Ltd., Anchorage Illiquid Opportunities Offshore Master III, L.P., and PCI Fund LLC.

(6) Each one (1) warrant entitles the holder to purchase two (2) shares of common stock.

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

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