

Houghton Mifflin Harcourt Co
Form 4
November 21, 2013

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(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)
11/19/2013

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ 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 Indirect Beneficial Ownership (Instr. 4)
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Common Stock, \$0.01 par value per share	11/19/2013		S	1,717,309	D	\$ 12	15,830,831	I (1) (2)	By Anchorage Capital Master Offshore, Ltd.
Common Stock, \$0.01 par value per share	11/19/2013		S	44,659	D	\$ 12	409,795	I (1) (2)	By Anchorage Illiquid Opportunities Offshore Master, L.P.
Common Stock,	11/19/2013		S	14,886	D	\$ 12	136,598	I (1) (2)	By Anchorage Illiquid

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\$0.01 par value per share									Opportunities Offshore Master II, L.P.
Common Stock, \$0.01 par value per share	11/19/2013	S	67,820	D	\$ 12	622,320	I <u>(1)</u> <u>(2)</u>		By Anchorage Illiquid Opportunities Offshore Master III, L.P.
Common Stock, \$0.01 par value per share	11/19/2013	S	82,344	D	\$ 12	755,590	I <u>(1)</u> <u>(2)</u>		By GRF Master Fund II, L.P.
Common Stock, \$0.01 par value per share	11/19/2013	S	14,684	D	\$ 12	134,740	I <u>(1)</u> <u>(2)</u>		By PCI Fund LLC
Common Stock, \$0.01 par value per share	11/19/2013	P	3,500,000	A	\$ 12	19,330,831	I <u>(1)</u> <u>(2)</u>		By Anchorage Capital Master Offshore, Ltd.

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

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.

SEC 1474
(9-02)

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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

X

X

X

X

X

X

X

X

X

Anchorage Advisors Management, L.L.C., By: /s/ Kevin M. Ulrich, Authorized Signatory

11/21/2013

 **Signature of Reporting Person

Date _____

Anchorage Capital Group, L.L.C., By: /s/ Kevin M. Ulrich, Authorized Signatory

11/21/2013

 **Signature of Reporting Person

Date _____

/s/ Anthony L. Davis

11/21/2013

**Signature of Reporting Person

Date _____

/s/ Kevin M. Ulrich

11/21/2013

 **Signature of Reporting Person

Date _____

Anchorage Capital Master Offshore, Ltd., By: /s/ Natalie Birrell, Director

11/21/2013

 **Signature of Reporting Person

Date _____

* 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).

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- 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 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.
- (1)

- 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.
- (2)

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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