

Houghton Mifflin Harcourt Co
Form 4
November 19, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
LASRY MARC

(Last) (First) (Middle)

**C/O AVENUE CAPITAL
MANAGEMENT II, L.P., 399
PARK AVENUE, 6TH FLOOR**

(Street)

NEW YORK, NY 10022

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
11/19/2013

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____X____ 10% Owner
____ Officer (give title below) ____ Other (specify below)

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

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			
Common Stock, \$0.01 par value	11/19/2013		S		8,359 ⁽¹⁾ <u>(2)</u> <u>(3)</u>	D	\$ <u>12</u> <u>(4)</u>	47,371	I	See Footnote <u>(5)</u>
Common Stock, \$0.01 par value	11/19/2013		S		497,735 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D	\$ <u>12</u> <u>(4)</u>	2,820,503	I	See Footnote <u>(6)</u>
Common Stock,	11/19/2013		S		166,666 <u>(1)</u> <u>(2)</u> <u>(3)</u>	D	\$ <u>12</u> <u>(4)</u>	944,446	I	See Footnote

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\$0.01 par value								(7)
Common Stock, \$0.01 par value	11/19/2013	S	136,693 (1) (2) (3)	D	\$ 12 (4)	774,595	I	See Footnote (8)
Common Stock, \$0.01 par value	11/19/2013	S	478,764 (1) (2) (3)	D	\$ 12 (4)	2,712,998	I	See Footnote (9)
Common Stock, \$0.01 par value	11/19/2013	S	723,991 (1) (2) (3)	D	\$ 12 (4)	4,102,617	I	See Footnote (10)
Common Stock, \$0.01 par value	11/19/2013	S	20,641 (1) (2) (3)	D	\$ 12 (4)	116,967	I	See Footnote (11)

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

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(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 Reported Transaction (Instr. 6)
				Code V (A) (D)		Date Exercisable Expiration Date	Title Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

LASRY MARC

C/O AVENUE CAPITAL MANAGEMENT II, L.P.

399 PARK AVENUE, 6TH FLOOR

NEW YORK, NY 10022

X

Avenue Capital Management II, L.P.

399 PARK AVENUE

6TH FLOOR

NEW YORK, NY 10022

X

Avenue Capital Management II GenPar, LLC

C/O AVENUE CAPITAL MANAGEMENT II, L.P.

399 PARK AVENUE, 6TH FLOOR

NEW YORK, NY 10022

X

Signatures

Avenue Capital Management II, L.P. By: Avenue Capital Management II GenPar, L.L.C., its
General Partner, By: /s/ Eric Ross, attorney in fact for Marc Lasry, Managing Member

11/19/2013

__Signature of Reporting Person

Date

Avenue Capital Management II GenPar, L.L.C. By: /s/ Eric Ross, attorney in fact for Marc
Lasry, Managing Member

11/19/2013

__Signature of Reporting Person

Date

/s/ Eric Ross, attorney in fact for Marc Lasry

11/19/2013

__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).

The filing of this Form 4 shall not be construed as an admission that Avenue Capital Management II, L.P. ("Avenue Capital Management"), Avenue Capital Management II GenPar, LLC ("Avenue Capital Management GenPar") or Marc Lasry (collectively, the
(1) "Controlling Persons") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the Common Stock of the Issuer directly held by Avenue-CDP Global Opportunities Fund, L.P. ("Avenue-CDP"), Avenue International Master, L.P.(Continued in footnote 2)

("Avenue International Master"), Avenue Investments, L.P. ("Avenue Investments"), Avenue Special Opportunities Fund I, L.P. ("Avenue Special Opportunities"), Avenue Special Situations Fund V, L.P. ("Avenue Fund V"), Avenue Special Situations Fund VI (Master), L.P. ("Avenue Fund VI Master") and Managed Accounts Master Fund Services - MAP10 ("MAP10", and together with Avenue-CDP, Avenue International Master, Avenue Investments, Avenue Special Opportunities, Avenue Fund V and Avenue Fund VI Master, collectively the "Funds").

As Avenue Capital Management only receives an asset-based fee, neither Avenue Capital Management nor Avenue Capital Management GenPar have a pecuniary interest in the shares of common stock, \$0.01 par value per share (the "Common Stock"), of Houghton Mifflin Harcourt Company (the "Issuer") held by the Funds. Pursuant to Rule 16a-1, the Controlling Persons disclaim such beneficial ownership except to the extent of their pecuniary interest therein.

(4) The net proceeds received by the Funds, and, consequently, the indirect profit received by Mr. Lasry, may be affected by certain transaction expenses, including fees of counsel.

After giving effect to the transactions reported herein, Avenue-CDP holds directly 47,731 shares of Common Stock of the Issuer. Mr.
(5) Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue-CDP.

After giving effect to the transactions reported herein, Avenue International Master holds directly 2,820,503 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue International Master.

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- (7) After giving effect to the transactions reported herein, Avenue Investments holds directly 944,446 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue Investments.
- (8) After giving effect to the transactions reported herein, Avenue Special Opportunities holds directly 774,595 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue Special Opportunities.
- (9) After giving effect to the transactions reported herein, Avenue Fund V holds directly 2,712,998 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue Fund V.
- (10) After giving effect to the transactions reported herein, Avenue Fund VI Master holds directly 4,102,617 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue Fund VI Master.
- (11) After giving effect to the transactions reported herein, MAP10 holds directly 116,967 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to MAP10.

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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