

Houghton Mifflin Harcourt Co  
 Form 4  
 November 18, 2013

**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)

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

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

610 BROADWAY, 6TH FLOOR

11/14/2013

(Street)

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

NEW YORK, NY 10012

(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)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value per share	11/14/2013		P		72,818	A	\$ 14	17,548,140	I <u>(1)</u> <u>(2)</u>	By Anchorage Capital Master Offshore, Ltd.
Common Stock, \$0.01 par value per share								454,454	I <u>(1)</u> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master, L.P.
Common Stock,								151,484	I <u>(1)</u> <u>(2)</u>	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	690,140	I <u>(1)</u> <u>(2)</u>		By Anchorage Illiquid Opportunities Offshore Master III, L.P.
Common Stock, \$0.01 par value per share	837,934	I <u>(1)</u> <u>(2)</u>		By GRF Master Fund II, L.P.
Common Stock, \$0.01 par value per share	149,424	I <u>(1)</u> <u>(2)</u>		By PCI Fund LLC

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. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

Anchorage Capital Group, L.L.C.  
610 BROADWAY  
6TH FLOOR X  
NEW YORK, NY 10012

Anchorage Advisors Management, LLC  
610 BROADWAY X X  
6TH FLOOR  
NEW YORK, NY 10012

Davis Anthony Lynn  
610 BROADWAY X X  
6TH FLOOR  
NEW YORK, NY 10012

Ulrich Kevin Michael  
610 BROADWAY X X  
6TH FLOOR  
NEW YORK, NY 10012

Anchorage Capital Master Offshore, Ltd  
610 BROADWAY X X  
6TH FLOOR  
NEW YORK, NY 10012

## Signatures

Anchorage Advisors Management, L.L.C., By: /s/ Kevin M. Ulrich, Authorized Signatory 11/18/2013

\_\_Signature of Reporting Person Date

Anchorage Capital Group, L.L.C., By: /s/ Kevin M. Ulrich, Authorized Signatory 11/18/2013

\_\_Signature of Reporting Person Date

/s/ Anthony L. Davis 11/18/2013

\_\_Signature of Reporting Person Date

/s/ Kevin M. Ulrich 11/18/2013

\_\_Signature of Reporting Person Date

Anchorage Capital Master Offshore, Ltd., By: /s/ Natalie Birrell, Director 11/18/2013

\_\_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).

(1) 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.

(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.

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