

Houghton Mifflin Harcourt Co
 Form 4
 November 21, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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

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

(Street)

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 | 11/19/2013 | | S | | 1,717,309 | D | \$ 12 15,830,831 | I <u>(1)</u> <u>(2)</u> 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 <u>(1)</u> <u>(2)</u> By Anchorage Illiquid Opportunities Offshore Master, L.P. |
| Common Stock, | 11/19/2013 | | S | | 14,886 | D | \$ 12 136,598 | 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 | 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 Reported Transaction (Instr. 6) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|-------|---------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| Anchorage Capital Group, L.L.C. 610 BROADWAY 6TH FLOOR NEW YORK, NY 10012 | | X | | |
| Anchorage Advisors Management, LLC 610 BROADWAY 6TH FLOOR NEW YORK, NY 10012 | X | X | | |
| Davis Anthony Lynn 610 BROADWAY 6TH FLOOR NEW YORK, NY 10012 | X | X | | |
| Ulrich Kevin Michael 610 BROADWAY 6TH FLOOR NEW YORK, NY 10012 | X | X | | |
| Anchorage Capital Master Offshore, Ltd 610 BROADWAY 6TH FLOOR NEW YORK, NY 10012 | X | X | | |

Signatures

| | |
|--|------------|
| 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 |

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).

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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
- (2) 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.

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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