

Houghton Mifflin Harcourt Co  
 Form 3  
 November 13, 2013

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Anchorage Capital Group, L.L.C.		(Month/Day/Year)	Houghton Mifflin Harcourt Co [HMHC]	
(Last)	(First)	11/13/2013		
610 BROADWAY, Â 6TH FLOOR			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
NEW YORK, Â NY Â 10012			<input type="checkbox"/> Director	<input checked="" type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
				6. Individual or Joint/Group Filing(Check Applicable Line)
				<input type="checkbox"/> Form filed by One Reporting Person
				<input checked="" type="checkbox"/> Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value per share	17,475,322	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, \$0.01 par value per share	151,484	I <u>(1)</u> <u>(2)</u>	By Anchorage Illiquid 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.

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Common Stock, \$0.01 par value per share 149,424 I (1) (2) By PCI Fund LLC

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

SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Common Stock Warrants (right to buy)	06/22/2012	06/22/2019	Common Stock, \$0.01 par value per share	415,392	\$ 21.14	I <u>(1)</u> <u>(2)</u>	By Anchorage Capital Master Offshore, Ltd.
Common Stock Warrants (right to buy)	06/22/2012	06/22/2019	Common Stock, \$0.01 par value per share	17,272	\$ 21.14	I <u>(1)</u> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master, L.P.
Common Stock Warrants (right to buy)	06/22/2012	06/22/2019	Common Stock, \$0.01 par value per share	4,376	\$ 21.14	I <u>(1)</u> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master II, L.P.
Common Stock Warrants (right to buy)	06/22/2012	06/22/2019	Common Stock, \$0.01 par value per share	8,212	\$ 21.14	I <u>(1)</u> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master III, L.P.
Common Stock Warrants (right to buy)	06/22/2012	06/22/2019	Common Stock, \$0.01 par value per share	4,254	\$ 21.14	I <u>(1)</u> <u>(2)</u>	By GRF Master Fund II, L.P.

## Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Anchorage Capital Group, L.L.C.

610 BROADWAY                                   Â           Â X           Â           Â  
6TH FLOOR  
NEW YORK, NY 10012

Anchorage Advisors Management, LLC

610 BROADWAY                                   Â           Â X           Â           Â  
6TH FLOOR  
NEW YORK, NY 10012

Davis Anthony Lynn

610 BROADWAY                                   Â           Â X           Â           Â  
6TH FLOOR  
NEW YORK, NY 10012

Ulrich Kevin Michael

610 BROADWAY                                   Â           Â X           Â           Â  
6TH FLOOR  
NEW YORK, NY 10012

Anchorage Capital Master Offshore, Ltd

610 BROADWAY                                   Â           Â X           Â           Â  
6TH FLOOR  
NEW YORK, NY 10012

**Signatures**

Anchorage Advisors Management, L.L.C., By: /s/ Kevin M. Ulrich, Authorized Signatory 11/13/2013

\_\_Signature of Reporting Person Date

Anchorage Capital Group, L.L.C., By: /s/ Kevin M. Ulrich, Authorized Signatory 11/13/2013

\_\_Signature of Reporting Person Date

/s/ Anthony L. Davis 11/13/2013

\_\_Signature of Reporting Person Date

/s/ Kevin M. Ulrich 11/13/2013

\_\_Signature of Reporting Person Date

Anchorage Capital Master Offshore, Ltd, By: /s/ Natalie Birrell, Director 11/13/2013

\_\_Signature of Reporting Person Date

**Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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 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)
  - (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

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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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