

Houghton Mifflin Harcourt Co  
Form 8-K  
December 12, 2014

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

FORM 8-K

CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): December 11, 2014

HOUGHTON MIFFLIN HARCOURT COMPANY  
(Exact name of registrant as specified in its charter)

Delaware  
(State or other  
jurisdiction  
of incorporation)

001-36166  
(Commission File No.)

27-1566372  
(IRS Employer  
Identification No.)

222 Berkeley Street  
Boston, MA  
(Address of principal executive offices)

02116  
(Zip Code)

(617) 351-5000

(Registrant's telephone number, including area code)

NOT APPLICABLE  
(Former name or former address, if changed since last report)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 8.01. Other Events.

Houghton Mifflin Harcourt Company (the “Company”) prepared a statement to be issued December 12, 2014. The statement is attached as Exhibit 99.1 and is incorporated herein by reference.

Cautionary Statements.

In connection with the Company’s 2015 annual stockholders meeting, the Company will file documents with the Securities and Exchange Commission (the “SEC”), including a proxy statement. **STOCKHOLDERS OF THE COMPANY ARE URGED TO READ THE PROXY STATEMENT AND OTHER DOCUMENTS THAT WILL BE FILED WITH THE SEC CAREFULLY AND IN THEIR ENTIRETY WHEN THEY BECOME AVAILABLE BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION.** Investors and stockholders will be able to obtain free copies of the proxy statement (when available) and other documents filed with the SEC by the Company through the website maintained by the SEC at: <http://www.sec.gov>. Copies of the documents filed with the SEC by the Company will be available free of charge on its website at: <http://www.hmhco.com> under the heading “Investor Relations” or by contacting the Company’s Investor Relations Department at 617-351-3309.

The Company and its directors, executive officers and certain other members of the Company’s management may be deemed to be participants in the solicitation of proxies from the Company’s stockholders in connection with its 2015 annual stockholders meeting.

Information about the Company’s directors, executive officers and members of management is contained in the Company’s most recent proxy statement and annual report on Form 10-K. Stockholders may obtain additional information about the directors and executive officers of the Company and their respective direct and indirect interests, by security holdings or otherwise, by reading the definitive proxy statement for the 2015 annual stockholders meeting and other relevant documents, when filed with the SEC. Each of these documents is, or will be, available as described above.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

| Exhibit No. | Description                                    |
|-------------|--|
| 99.1        | Statement by Houghton Mifflin Harcourt Company |

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

HOUGHTON MIFFLIN HARCOURT  
COMPANY

By: /s/ William F. Bayers  
Name: William F. Bayers  
Title: Executive Vice President,  
Secretary and General Counsel

Dated: December 11, 2014

EXHIBIT INDEX

| Exhibit<br>No. | Description   |
|----------------|---|
| <u>99.1</u>    | <u>Statement by Houghton Mifflin Harcourt Company</u> |

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