

Houghton Mifflin Harcourt Co
Form 4
June 30, 2015

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
610 BROADWAY, 6TH FLOOR
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2015

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

NEW YORK, NY 10012

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

(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 Indirect Beneficial Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price			
Common Stock, \$0.01 par value per share	06/26/2015		X		17,272 <u>(3)</u>	A	\$ 21.14	427,067	I <u>(1)</u> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master, L.P.
Common Stock, \$0.01 par value per share	06/26/2015		X		4,376 <u>(3)</u>	A	\$ 21.14	140,974	I <u>(1)</u> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master II, L.P.
	06/26/2015		X		4,254 <u>(3)</u>	A		759,845	I <u>(1)</u> <u>(2)</u>	

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Common Stock, \$0.01 par value per share					\$ 21.14			By GRF Master Fund II, L.P.
Common Stock, \$0.01 par value per share	06/26/2015	S ⁽⁴⁾	<u>13,942</u> ⁽³⁾	D	\$ 26.19	413,125	I <u>(1)</u> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master, L.P.
Common Stock, \$0.01 par value per share	06/26/2015	S ⁽⁴⁾	<u>3,533</u> ⁽³⁾	D	\$ 26.19	137,441	I <u>(1)</u> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master II, L.P.
Common Stock, \$0.01 par value per share	06/26/2015	S ⁽⁴⁾	<u>3,434</u> ⁽³⁾	D	\$ 26.19	756,411	I <u>(1)</u> <u>(2)</u>	By GRF Master Fund II, L.P.
Common Stock, \$0.01 par value per share	06/26/2015	S	<u>413,125</u> ⁽³⁾	D	\$ 25.66	0	I <u>(1)</u> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master, L.P.
Common Stock, \$0.01 par value per share	06/26/2015	S	<u>137,441</u> ⁽³⁾	D	\$ 25.66	0	I <u>(1)</u> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master II, L.P.
Common Stock, \$0.01 par value per share	06/26/2015	S	<u>756,411</u> ⁽³⁾	D	\$ 25.66	0	I <u>(1)</u> <u>(2)</u>	By GRF Master Fund II, L.P.
Common Stock, \$0.01 par value per share						<u>19,330,830</u> ⁽⁵⁾	I <u>(1)</u> <u>(2)</u>	By Anchorage Capital Master Offshore, Ltd.
Common Stock, \$0.01 par value per share						<u>622,320</u> ⁽⁵⁾	I <u>(1)</u> <u>(2)</u>	By Anchorage Illiquid Opportunities Offshore Master III,

L.P.

Common
Stock,
\$0.01 par
value per
share134,740 ⁽⁵⁾ I ⁽¹⁾ ⁽²⁾By PCI Fund
LLC

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)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Common Stock Warrants (right to buy)	\$ 21.14	06/26/2015		X	8,636 (3)	06/22/2012	06/22/2019	Common Stock, \$0.01 par value per share	17,272 (6)
Common Stock Warrants (right to buy)	\$ 21.14	06/26/2015		X	2,188 (3)	06/22/2012	06/22/2019	Common Stock, \$0.01 par value per share	4,376 (6)
Common Stock Warrants (right to buy)	\$ 21.14	06/26/2015		X	2,127 (3)	06/22/2012	06/22/2019	Common Stock, \$0.01 par value per share	4,254 (6)
Common Stock Warrants (right to buy)	\$ 21.14					06/22/2012	06/22/2019	Common Stock, par value \$0.001 per share	414,392 (6)

Common
Stock

Warrants \$ 21.14

(right to
buy)Common
Stock, par06/22/2012 06/22/2019 value 8,212 ⁽⁶⁾\$0.001
per share

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, Senior Managing Member	06/30/2015
_____ **Signature of Reporting Person	Date
Anchorage Capital Group, L.L.C., By: /s/ Kevin M. Ulrich, Chief Executive Officer	06/30/2015
_____ **Signature of Reporting Person	Date
/s/ Anthony L. Davis	06/30/2015
_____ **Signature of Reporting Person	Date
/s/ Kevin M. Ulrich	06/30/2015
_____ **Signature of Reporting Person	Date
Anchorage Capital Master Offshore, Ltd By: /s/ Natalie Birrell, Director	06/30/2015
_____ **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.

(3) Each of Anchorage Illiquid Opportunities Offshore Master, L.P., Anchorage Illiquid Opportunities Offshore Master II, L.P. and GRF Master Fund II, L.P. is in the process of selling or otherwise resolving investments in preparation for the formal liquidation of such investment funds pursuant to their governing documents and the transactions reported herein were effected in connection with such processes.

(4) These shares were used to pay the exercise price for the warrant exercises on June 26, 2015 on a cashless basis, with fractional shares paid out in cash.

(5) There were no reportable transactions in the shares or warrants held for the accounts of each of Anchorage Capital Master Offshore, Ltd., Anchorage Illiquid Opportunities Offshore Master III, L.P., and PCI Fund LLC.

(6) Each one (1) warrant entitles the holder to purchase two (2) shares of common stock.

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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