

Houghton Mifflin Harcourt Co  
 Form 4/A  
 November 25, 2013

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
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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)  
 610 BROADWAY, 6TH FLOOR  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 11/19/2013

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

NEW YORK, NY 10012

4. If Amendment, Date Original Filed(Month/Day/Year)  
 11/21/2013

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 | 11/19/2013                           |  | S                              |   | 1,717,310   | D  | \$ 12   |
|  |                                      |  |                                |   | 15,830,830  | I  | (1) (2) (3)   |
| Common Stock, \$0.01 par value per share | 11/19/2013                           |  | S                              |   | 44,659  | D  | \$ 12   |
|  |                                      |  |                                |   | 409,795   | I  | (2) (3)   |
| Common Stock,                            | 11/19/2013                           |  | S                              |   | 14,886  | D  | \$ 12   |
|  |                                      |  |                                |   | 136,598   | I  | (2) (3)   |

By Anchorage Capital Master Offshore, Ltd.

By Anchorage Illiquid Opportunities Offshore Master, L.P.

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 | (2) (3) | By Anchorage Illiquid Opportunities Offshore Master III, L.P. |
| Common Stock, \$0.01 par value per share | 11/19/2013 | S | 82,343    | D | \$ 12 | 755,591 (1)    | I | (2) (3) | 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 | (2) (3) | By PCI Fund LLC   |
| Common Stock, \$0.01 par value per share | 11/19/2013 | P | 3,500,000 | A | \$ 12 | 19,330,830 (1) | I | (2) (3) | By Anchorage Capital Master Offshore, Ltd.                    |

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

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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 (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.<br>610 BROADWAY<br>6TH FLOOR<br>NEW YORK, NY 10012 |               | X         |         |       |

## Signatures

|  |            |
|--|------------|
| Anchorage Advisors Management, L.L.C., By: /s/ Kevin M. Ulrich, Authorized Signatory | 11/25/2013 |
| __Signature of Reporting Person  | Date       |
| Anchorage Capital Group, L.L.C., By: /s/ Kevin M. Ulrich, Authorized Signatory       | 11/25/2013 |
| __Signature of Reporting Person  | Date       |
| /s/ Anthony L. Davis   | 11/25/2013 |
| __Signature of Reporting Person  | Date       |
| /s/ Kevin M. Ulrich  | 11/25/2013 |
| __Signature of Reporting Person  | Date       |
| Anchorage Capital Master Offshore, Ltd., By: /s/ Natalie Birrell, Director           | 11/25/2013 |
| __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).

These figures have been updated to reflect that Anchorage Capital Master Offshore, Ltd. holds one fewer share, and GRF Master Fund II (1) L.P. holds one additional share, than was inadvertently incorrectly reported on the original Form 4, submitted November 21, 2013. The total beneficial ownership maintained by Anchorage Capital Group L.L.C. remains unchanged.

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.

Each reporting person disclaims beneficial ownership of the reported securities except to the extent, if any, of its or his pecuniary interest (3) 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.