

Houghton Mifflin Harcourt Co  
Form 8-K  
May 13, 2014

**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): May 13, 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))

**Item 8.01 Other Events.**

As previously disclosed, Houghton Mifflin Harcourt Company (the Company ) issued a press release on May 8, 2014 reporting its financial results for the first quarter ended March 31, 2014 and, as a result, the lock-up restrictions in the agreements that each of the selling stockholders in the Company s initial public offering entered into with the underwriters for the initial public offering have been automatically extended under the terms of such lock-up agreements. As a result, the lock-up restrictions applicable to the selling stockholders in the Company s initial public offering will now expire as of May 26, 2014.

**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 and General  
Counsel

Dated: May 13, 2014