

Houghton Mifflin Harcourt Co  
Form SC 13G/A  
February 14, 2014

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

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SCHEDULE 13G

Under the Securities Exchange Act of 1934  
(Amendment No. 1)\*

HOUGHTON MIFFLIN HARCOURT COMPANY  
(Name of Issuer)

Common Stock, par value \$0.01 per share  
(Title of Class of Securities)

44157R109  
(CUSIP Number)

December 31, 2013  
(Date of Event which Requires Filing of this Statement)

Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

- Rule 13d-1(b)  
 Rule 13d-1(c)  
 Rule 13d-1(d)

\* The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter the disclosures provided in a prior cover page.

The information required in the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes).

Continued on following pages  
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Exhibit Index: Page 11



SCHEDULE 13G

CUSIP No. : 44157R109

Page 2 of 12 Pages

1. Names of Reporting Persons.

ANCHORAGE CAPITAL GROUP, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of	5.	Sole Voting Power	0
Shares	6.	Shared Voting Power	21,839,380
Beneficially	7.	Sole Dispositive	0
Owned by Each	7.	Power	
Reporting	8.	Shared Dispositive	21,839,380
Person With	8.	Power	

9. Aggregate Amount Beneficially Owned by Each Reporting Person

21,839,380

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

15.6%

12. Type of Reporting Person:

OO, IA

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CUSIP No. : 44157R109

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1. Names of Reporting Persons.

ANCHORAGE ADVISORS MANAGEMENT, L.L.C.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Delaware

Number of	5.	Sole Voting Power	0
Shares	6.	Shared Voting Power	21,839,380
Beneficially	7.	Sole Dispositive	0
Owned by Each	7.	Power	
Reporting	8.	Shared Dispositive	21,839,380
Person With	8.	Power	

9. Aggregate Amount Beneficially Owned by Each Reporting Person

21,839,380

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

15.6%

12. Type of Reporting Person:

OO, HC

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1. Names of Reporting Persons.

ANTHONY L. DAVIS

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

United States of America

	5.	Sole Voting Power	0
Number of			
Shares	6.	Shared Voting Power	21,839,380
Beneficially			
Owned by Each	7.	Sole Dispositive	0
Reporting		Power	
Person With	8.	Shared Dispositive	21,839,380
		Power	

9. Aggregate Amount Beneficially Owned by Each Reporting Person

21,839,380

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

15.6%

12. Type of Reporting Person:

IN, HC

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1. Names of Reporting Persons.

KEVIN M. ULRICH

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Canada

Number of	5.	Sole Voting Power	0
Shares	6.	Shared Voting Power	21,839,380
Beneficially	7.	Sole Dispositive	0
Owned by Each	7.	Power	
Reporting	8.	Shared Dispositive	21,839,380
Person With	8.	Power	

9. Aggregate Amount Beneficially Owned by Each Reporting Person

21,839,380

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

15.6%

12. Type of Reporting Person:

IN, HC

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CUSIP No. : 44157R109

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1. Names of Reporting Persons.

ANCHORAGE CAPITAL MASTER OFFSHORE, LTD.

2. Check the Appropriate Box if a Member of a Group

(a)

(b)

3. SEC Use Only

4. Citizenship or Place of Organization

Cayman Islands

Number of	5.	Sole Voting Power	0
Shares	6.	Shared Voting Power	19,746,222
Beneficially			
Owned by Each	7.	Sole Dispositive	0
Reporting		Power	
Person With	8.	Shared Dispositive	19,746,222
		Power	

9. Aggregate Amount Beneficially Owned by Each Reporting Person

19,746,222

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

11. Percent of Class Represented by Amount in Row (9)

14.1%

12. Type of Reporting Person:

OO

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Item 1(a). Name of Issuer:

Houghton Mifflin Harcourt Company (the "Issuer")

Item 1(b). Address of Issuer's Principal Executive Offices:

222 Berkeley Street, Boston, MA 02116

Item 2(a). Name of Person Filing:

This Statement is filed on behalf of each of the following persons (collectively, the "Reporting Persons"):

- i) Anchorage Capital Group, L.L.C. ("Capital Group");
- ii) Anchorage Advisors Management, L.L.C. ("Management");
- iii) Anthony L. Davis ("Mr. Davis");
- iv) Kevin M. Ulrich ("Mr. Ulrich"); and
- v) Anchorage Capital Master Offshore, Ltd. ("ACMO").

This statement relates to Shares (as defined herein) held for the accounts of ACMO, Anchorage Illiquid Opportunities Offshore Master, L.P. ("AIOOM"), Anchorage Illiquid Opportunities Offshore Master II, L.P. ("AIOOM II"), Anchorage Illiquid Opportunities Offshore Master III, L.P. ("AIOOM III") and GRF Master Fund II, L.P. ("GRF Fund"), each a Cayman Islands exempted company incorporated with limited liability, as well as PCI Fund LLC ("PCI Fund"), a Delaware limited liability company. Capital Group is the investment advisor to ACMO, AIOOM, AIOOM II, AIOOM III, GRF Fund, and PCI Fund. Management is the sole managing member of Capital Group. Mr. Davis is the President of Capital Group and a managing member of Management, and Mr. Ulrich is the Chief Executive Officer of Capital Group and the other managing member of Management.

Item 2(b). Address of Principal Business Office or, if None, Residence:

The address of the principal business office of each of the Reporting Persons is 610 Broadway, 6th Floor, New York, NY 10012.

Item 2(c). Citizenship:

- i) Capital Group is a Delaware limited liability company;
- ii) Management is a Delaware limited liability company;
- iii) Mr. Davis is a citizen of the United States of America;
- iv) Mr. Ulrich is a citizen of Canada; and
- v) ACMO is a Cayman Islands exempted company incorporated with limited liability.

Item 2(d). Title of Class of Securities:

Common Stock, par value \$0.01 per share (the "Shares")





