

Houghton Mifflin Harcourt Co
 Form 3
 November 13, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â LASRY MARC</p> <p>(Last) (First) (Middle)</p> <p>C/O AVENUE CAPITAL MANAGEMENT II, L.P., Â 399 PARK AVENUE, 6TH FLOOR</p> <p>(Street)</p> <p>NEW YORK, Â NY Â 10022</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>11/13/2013</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Houghton Mifflin Harcourt Co [HMHC]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input checked="" type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below)</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input type="checkbox"/> Form filed by One Reporting Person <input checked="" type="checkbox"/> Form filed by More than One Reporting Person</p>
---	---	---	---	---	--

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock, \$0.01 par value	55,730 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(3)</u>
Common Stock, \$0.01 par value	3,318,238 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(4)</u>
Common Stock, \$0.01 par value	1,111,112 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(5)</u>
Common Stock, \$0.01 par value	911,288 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(6)</u>
Common Stock, \$0.01 par value	3,191,762 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(7)</u>
Common Stock, \$0.01 par value	4,826,608 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(8)</u>
Common Stock, \$0.01 par value	137,608 <u>(1)</u> <u>(2)</u>	I	See Footnote <u>(9)</u>

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Warrants	06/22/2012	06/22/2019	Common Stock, \$0.01 par value	15,118 ⁽¹⁾ <u>(2)</u>	\$ 21.14	I	See Footnote ⁽¹⁰⁾
Warrants	06/22/2012	06/22/2019	Common Stock, \$0.01 par value	92,326 ⁽¹⁾ <u>(2)</u>	\$ 21.14	I	See Footnote ⁽¹¹⁾
Warrants	06/22/2012	06/22/2019	Common Stock, \$0.01 par value	693,016 <u>(1) (2)</u>	\$ 21.14	I	See Footnote ⁽¹²⁾
Warrants	06/22/2012	06/22/2019	Common Stock, \$0.01 par value	23,100 ⁽¹⁾ <u>(2)</u>	\$ 21.14	I	See Footnote ⁽¹³⁾
Warrants	06/22/2012	06/22/2019	Common Stock, \$0.01 par value	113,914 <u>(1) (2)</u>	\$ 21.14	I	See Footnote ⁽¹⁴⁾
Warrants	06/22/2012	06/22/2019	Common Stock, \$0.01 par value	524 ^{(1) (2)}	\$ 21.14	I	See Footnote ⁽¹⁵⁾

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LASRY MARC C/O AVENUE CAPITAL MANAGEMENT II, L.P. 399 PARK AVENUE, 6TH FLOOR NEW YORK, NY 10022	Â	Â X	Â	Â

Avenue Capital Management II, L.P.
 399 PARK AVENUE
 6TH FLOOR
 NEW YORK, NY 10022

^ ^ X ^ ^

Avenue Capital Management II GenPar, LLC
 C/O AVENUE CAPITAL MANAGEMENT II, L.P.
 399 PARK AVENUE, 6TH FLOOR
 NEW YORK, NY 10022

^ ^ X ^ ^

Signatures

Avenue Capital Management II, L.P. By: Avenue Capital Management II GenPar, L.L.C., its
 General Partner, By: /s/ Eric Ross, attorney-in-fact for Marc Lasry, Managing Member 11/13/2013

__Signature of Reporting Person Date

Avenue Capital Management II GenPar, L.L.C. By: /s/ Eric Ross, attorney-in-fact for Marc
 Lasry, Managing Member 11/13/2013

__Signature of Reporting Person Date

/s/ Eric Ross, attorney-in-fact for Marc Lasry 11/13/2013

__Signature of Reporting Person Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 5(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) The filing of this Form 3 shall not be construed as an admission that Avenue Capital Management II, L.P. ("Avenue Capital Management"), Avenue Capital Management II GenPar, LLC ("Avenue Capital Management GenPar") or Marc Lasry (collectively, the "Controlling Persons") is or was for the purposes of Section 16(a) of the Securities Exchange Act of 1934, as amended, or otherwise the beneficial owner of any of the Common Stock of the Issuer directly held by Avenue-CDP Global Opportunities Fund, L.P. ("Avenue-CDP"), Avenue International Master, L.P. ("Avenue International Master"), Avenue Investments, L.P. ("Avenue Investments"), Avenue Special Opportunities Fund I, L.P. ("Avenue Special Opportunities"), Avenue Special Situations Fund V, L.P. ("Avenue Fund V"), Avenue Special Situations Fund VI (Master), L.P. ("Avenue Fund VI Master") and Managed Accounts Master Fund Services - MAP10 ("MAP10"). (Continued in footnote 2)

(2) Pursuant to Rule 16a-1, the Controlling Persons disclaim such beneficial ownership except to the extent of their pecuniary interest therein.

(3) Avenue-CDP holds directly 55,730 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue-CDP.

(4) Avenue International Master holds directly 3,318,238 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue International Master.

(5) Avenue Investments holds directly 1,111,112 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue Investments.

(6) Avenue Special Opportunities holds directly 911,288 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue Special Opportunities.

(7) Avenue Fund V holds directly 3,191,762 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue Fund V.

(8) Avenue Fund VI Master holds directly 4,826,608 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue Fund VI Master.

(9) MAP10 holds directly 137,608 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to MAP10.

(10)

Edgar Filing: Houghton Mifflin Harcourt Co - Form 3

Avenue-CDP holds directly warrants exercisable to purchase 15,118 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue-CDP.

- (11) Avenue International Master holds directly warrants exercisable to purchase 92,326 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue International Master.

- (12) Avenue Investments holds directly warrants exercisable to purchase 693,016 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue Investments.

- (13) Avenue Special Opportunities holds directly warrants exercisable to purchase 23,100 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue Special Opportunities.

- (14) Avenue Fund V holds directly warrants exercisable to purchase 113,914 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to Avenue Fund V.

- (15) MAP10 holds directly warrants exercisable to purchase 524 shares of Common Stock of the Issuer. Mr. Lasry has an indirect pecuniary interest in such shares due to his ownership of entities that receive a portion of the profits allocation related to MAP10.

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.