

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