

Houghton Mifflin Harcourt Co  
Form SC 13G  
February 11, 2014

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

**SCHEDULE 13G**

(Rule 13d-102)

INFORMATION TO BE INCLUDED IN STATEMENTS FILED PURSUANT TO  
RULES 13d-1(b), (c) AND (d) AND AMENDMENTS THERETO FILED  
PURSUANT TO RULE 13d-2(b)

**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)

CUSIP No. 44157R109

13G

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Avenue Capital Management II, L.P.

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

SHARES

BENEFICIALLY

6

0

SHARED VOTING POWER

OWNED BY

EACH

12,457,495

REPORTING

PERSON WITH

7

SOLE DISPOSITIVE POWER

8

0

SHARED DISPOSITIVE POWER

12,457,495

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10	12,457,495 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	8.8% TYPE OF REPORTING PERSON*
	IA

\*SEE INSTRUCTIONS BEFORE FILLING OUT

CUSIP No. 44157R109

13G

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Avenue Capital Management II GenPar, LLC

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 SHARES	5	SOLE VOTING POWER
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BENEFICIALLY OWNED BY	6	0 SHARED VOTING POWER
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EACH REPORTING		12,457,495
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PERSON WITH	7	SOLE DISPOSITIVE POWER
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	8	0 SHARED DISPOSITIVE POWER
--	---	-------------------------------

9		12,457,495	AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
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10	12,457,495 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES*
11	PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)
12	8.8% TYPE OF REPORTING PERSON*  OO

\*SEE INSTRUCTIONS BEFORE FILLING OUT

3 of 8

CUSIP No. 44157R109

13G

1 NAME OF REPORTING PERSONS

I.R.S. IDENTIFICATION NOS. OF ABOVE PERSONS (ENTITIES ONLY)

Marc Lasry

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

NUMBER OF

5

SOLE VOTING POWER

SHARES

BENEFICIALLY  
OWNED BY

6

0  
SHARED VOTING POWER

EACH

REPORTING

12,457,495

PERSON WITH

7

SOLE DISPOSITIVE POWER

8

0  
SHARED DISPOSITIVE POWER

12,457,495

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,457,495  
10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES  
CERTAIN SHARES\*

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (9)

8.8%  
12 TYPE OF REPORTING PERSON\*

IN

\*SEE INSTRUCTIONS BEFORE FILLING OUT



**SCHEDULE 13G**

This Schedule 13G (this Schedule 13G ) is being filed on behalf of Avenue Capital Management II, L.P., Avenue Capital Management II GenPar, LLC and Marc Lasry relating to shares of Common Stock, par value \$0.01 per share (the Common Stock ), of Houghton Mifflin Harcourt Company, a Delaware corporation (the Issuer ).

**Item 1(a)**

**Name of Issuer.**

Houghton Mifflin Harcourt Company

**Item 1(b)**

**Address of Issuer's Principal Executive Offices.**

222 Berkeley Street

Boston, MA 02116

**Item 2(a)-(c)**

**Name of Person Filing.**

**Address of Principal Business Office, or, if non, Residence.**

**Place of Organization.**

This Schedule 13G is jointly filed by:

(i)

Avenue Capital Management II, L.P. ( Avenue Capital Management ), a Delaware limited partnership and the investment manager to certain private investment funds and managed accounts (collectively, the Funds ), with respect to the Common Stock held by the Funds;

(ii)

Avenue Capital Management II GenPar, LLC ( Avenue Capital Management GenPar ), a Delaware limited liability company and the general partner of Avenue Capital Management, with respect to the Common Stock held by the Funds; and

(iii)

Marc Lasry, a United States citizen and the managing member of Avenue Capital Management GenPar, with respect to the Common Stock held by the Funds.

The persons identified in (i) through (iii) above are herein referred to as the Reporting Persons.

Neither the fact of this filing nor anything contained herein shall be deemed to be an admission by the Reporting Persons that they have formed a group.

The principal place of business for each of the Reporting Persons is c/o Avenue Capital Management II, L.P, 399 Park Avenue, 6<sup>th</sup> Floor, New York, NY 10022.

**Item 2(d)**

**Title of Class of Securities.**

Common Stock, par value \$0.01 per share

**Item 2(e)**

**CUSIP Number.**

44157R109

**Item 3****Reporting Person.**

Not applicable.

**Item 4****Ownership.**

(a)-(b)

As of the date hereof, the following is the beneficial ownership and percentage of the Issuer's Common Stock outstanding for each of the Reporting Persons:

<b>Name of Reporting Person</b>	<b>Number of Shares of Common Stock</b>	<b>Number of Shares of Common Stock upon Exercise of Warrants</b>	<b>Total Number of Shares of Common Stock</b>	<b>Percentage of Class</b>
Avenue Capital Management	11,519,497	937,998	12,457,495	8.8%
Avenue Capital Management GenPar	11,519,497	937,998	12,457,495	8.8%
Marc Lasry	11,519,497	937,998	12,457,495	8.8%

The approximate percentage of Common Stock reported as beneficially owned by each of the Reporting Persons is based upon the sum of (i) 139,955,578 shares of Common Stock outstanding as of November 13, 2013, as reported by the Issuer in its 424B4 Prospectus filed by the Issuer with the Securities Exchange Commission on November 14, 2013, and (ii) the number of shares of Common Stock held by the Reporting Persons upon the exercise of presently exercisable warrants.

(c)

Avenue Capital Management, Avenue Capital Management GenPar and Marc Lasry have the shared power to vote and dispose of the shares of Common Stock held by the Funds reported in this Schedule 13G.

**Item 5****Ownership of Five Percent or Less of a Class.**

Inapplicable.

**Item 6**

**Ownership of More Than Five Percent on Behalf of Another Person.**

The Funds have the right to receive or the power to direct the receipt of dividends from or the proceeds from the sale of securities.

**Item 7**

**Identification and Classification of the Subsidiary which Acquired the Security Being Reported On by the Parent Holding Company.**

Inapplicable.

**Item 8**

**Identification and Classification of Members of the Group.**

Inapplicable.

**Item 9**

**Notice of Dissolution of Group.**

Inapplicable.

**Item 10**

**Certification.**

Not applicable.

**Exhibits**

Exhibit 24

Power of Attorney for Marc Lasry, dated February 11, 2010 (incorporated by reference to Exhibit 24 to the filing on Schedule 13G relating to beneficial ownership of shares of common stock, par value \$0.01 per share, of Spectrum Brand Holdings, Inc., filed with the Securities and Exchange Commission on June 25, 2010).

Exhibit 99.1

Joint Filing Agreement by and among the Reporting Persons dated February 11, 2014.

**SIGNATURE**

After reasonable inquiry and to the best of their knowledge and belief, each of the undersigned certifies that the information set forth in this statement is true, complete and correct.

Dated: February 11, 2014

**AVENUE CAPITAL  
MANAGEMENT II, L.P.**

By: Avenue Capital Management II  
GenPar, LLC,  
its General Partner

By: /s/ Eric Ross  
Name: Eric Ross  
Title: Attorney-in-Fact for Marc  
Lasry, Managing Member

**AVENUE CAPITAL  
MANAGEMENT II GENPAR, LLC**

By: /s/ Eric Ross  
Name: Eric Ross  
Title: Attorney-in-Fact for Marc Lasry, Managing Member

**MARC LASRY**

/s/ Eric Ross, Attorney-in-Fact for Marc Lasry



**EXHIBIT 99.1**

**JOINT FILING AGREEMENT**

In accordance with Rule 13d-1(k)(1)(iii) under the Securities Exchange Act of 1934, as amended, the persons named below agree to the joint filing on behalf of each of them of a Statement on Schedule 13G dated February 11, 2014 (including amendments thereto) with respect to the Common Stock, par value \$0.01 per share, of Houghton Mifflin Harcourt Company. This Joint Filing Agreement shall be filed as an Exhibit to such Statement.

Dated: February 11, 2014

**AVENUE CAPITAL  
MANAGEMENT II, L.P.**

By: Avenue Capital Management II  
GenPar, LLC,  
its General Partner

By: /s/ Eric Ross  
Name: Eric Ross  
Title: Attorney-in-Fact for Marc  
Lasry, Managing Member

**AVENUE CAPITAL  
MANAGEMENT II GENPAR, LLC**

By: /s/ Eric Ross  
Name: Eric Ross  
Title: Attorney-in-Fact for Marc Lasry, Managing Member

**MARC LASRY**

/s/ Eric Ross, Attorney-in-Fact for Marc Lasry