

Anchorage Capital Group, L.L.C.
 Form 4
 March 08, 2019

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN 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)

1. Name and Address of Reporting Person *
 Anchorage Capital Group, L.L.C.

2. Issuer Name and Ticker or Trading Symbol
 Houghton Mifflin Harcourt Co
 [HMHC]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)

610 BROADWAY, 6TH FLOOR

03/07/2019

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 ___ Form filed by One Reporting Person
X Form filed by More than One Reporting Person

NEW YORK, NY 10012

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) | | | |
|--|--------------------------------------|--|--------------------------------|---|---|--|--|------------|-----------|---|
| | | | Code | V | Amount | (A) or (D) | Price | | | |
| Common Stock, \$0.01 par value per share | 03/07/2019 | | S | | 622,320 (3) | D | \$ 7.75 | 0 | I (1) (2) | By Anchorage Illiquid Opportunities Offshore Master III, L.P. |
| Common Stock, \$0.01 par value per share | | | | | | | | 19,330,830 | I (1) (2) | By Anchorage Capital Master Offshore, Ltd. |
| | | | | | | | | 134,740 | I (1) (2) | |

Common
Stock,
\$0.01 par
value per
share

By PCI Fund
LLC

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

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(9-02)

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

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Anchorage Capital Group, L.L.C.
610 BROADWAY
6TH FLOOR
NEW YORK, NY 10012

Anchorage Advisors Management, LLC
610 BROADWAY
6TH FLOOR
NEW YORK, NY 10012

Ulrich Kevin Michael
610 BROADWAY
6TH FLOOR
NEW YORK, NY 10022

Anchorage Capital Master Offshore, Ltd
610 BROADWAY
6TH FLOOR
NEW YORK, NY 10012

Signatures

| | |
|--|------------|
| Anchorage Capital Group, L.L.C., By: /s/ Kevin M. Ulrich, Chief Executive Officer | 03/08/2019 |
| **Signature of Reporting Person | Date |
| Anchorage Advisors Management, L.L.C., By: /s/ Kevin M. Ulrich, Senior Managing Member | 03/08/2019 |
| **Signature of Reporting Person | Date |
| /s/ Kevin M. Ulrich | 03/08/2019 |
| **Signature of Reporting Person | Date |
| Anchorage Capital Master Offshore, Ltd., By: Anchorage Capital Group, L.L.C., its investment manager, By: /s/ Natalie Birrell, Chief Operating Officer | 03/08/2019 |
| **Signature of Reporting Person | Date |

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(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) Anchorage Advisors Management, L.L.C. is the sole managing member of Anchorage Capital Group, L.L.C., the investment advisor to each of Anchorage Capital Master Offshore, Ltd., Anchorage Illiquid Opportunities Offshore Master III, L.P., and PCI Fund LLC. Mr. Ulrich is the Chief Executive Officer of Anchorage Capital Group, L.L.C. and the senior managing member of Anchorage Advisors Management, L.L.C.

(2) Each reporting person disclaims beneficial ownership of the reported securities except to the extent, if any, of its or his pecuniary interest therein, and this report shall not be deemed an admission that such reporting person is the beneficial owner of the reported securities for purposes of Section 16 of the Securities Exchange Act of 1934, as amended, or for any other purpose.

(3) Anchorage Illiquid Opportunities Offshore Master III, L.P. is in the process of selling or otherwise resolving investments in preparation for the formal liquidation pursuant to its governing documents and the transaction reported herein was effected in connection with such process.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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