

Houghton Mifflin Harcourt Co  
Form 8-K  
April 28, 2015

**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): April 28, 2015**

**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 2.02. Results of Operations and Financial Condition.**

Simultaneously herewith, Houghton Mifflin Harcourt Company, a Delaware Corporation (the Company), issued a statement pre-releasing selected preliminary unaudited financial information for the three months ended March 31, 2015 in connection with the launch of its \$500 million, 6-year Term Loan B syndication.

The Company has not finalized its financial statement reporting process for the first quarter of 2015. As a result, the information in the statement is preliminary and based upon information available to the Company as of the date of the statement. During the course of the Company's reporting process, items may be identified that would require the Company to make adjustments, which may be material, and as a result, the preliminary unaudited financial information included in the statement (and appendix thereto) is forward-looking information and subject to risks and uncertainties, including possible adjustments to the preliminary unaudited financial information.

A copy of the statement is furnished as Exhibit 99.1 to this Current Report on Form 8-K.

The information in this Item 2.02 of this Current Report on Form 8-K, including the accompanying Exhibit 99.1, shall not be deemed filed for the purposes of Section 18 of the Securities Exchange Act of 1934 or otherwise subject to the liabilities under that section. Furthermore, the information in this Item 2.02 of this Current Report on Form 8-K, including the accompanying Exhibit 99.1, shall not be deemed to be incorporated by reference into the filings of the Company under the Securities Act of 1933.

**Item 9.01. Financial Statements and Exhibits.**

(d) Exhibits

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Statement, dated April 28, 2015.

**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, Secretary  
and General Counsel

Dated: April 28, 2015

EXHIBIT INDEX

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