

Houghton Mifflin Harcourt Co
Form 8-K
May 03, 2018

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 3, 2018

HOUGHTON MIFFLIN HARCOURT COMPANY
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction

of incorporation)

125 High Street

001-36166
(Commission

File No.)

27-1566372
(IRS Employer

Identification No.)

02110

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Boston, MA
(Address of principal executive offices) **(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))
Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act.

Item 2.02 Results of Operations and Financial Condition

On May 3, 2018, Houghton Mifflin Harcourt Company (the Company) issued a press release reporting its financial results for the first quarter ended March 31, 2018 and other information. A copy of the press release 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 7.01 Regulation FD Disclosure

The Company has recast prior results to report International net sales and billings in the Core Solutions and Extension categories of our Education segment, whereas previously all International net sales and billings were reported in the Core Solutions category. Further, certain other products and/or sales of certain other products have been recast between the Core Solutions and Extension categories to better align with the manner that the businesses are now viewed and managed. Lastly, an elimination entry impacting each of our Education and Trade segments in the fourth quarter of 2017 has been recast to attribute certain revenue to the Education segment originally reported in the Trade segment to better align such sales to the segment selling to the end customer. The Company's first quarter 2018 quarterly report on Form 10-Q dated May 3, 2018 is the first to reflect the above changes on a comparative basis. Recasted amounts for 2017 (full-year and by quarter) are included on page 10 of the HMH First Quarter 2018 Earnings Call Presentation made available on May 3, 2018 on the Company's website at ir.hmhco.com

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|---|
| 99.1 | <u>Press release issued by Houghton Mifflin Harcourt Company on May 3, 2018</u> |

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/ Michael Dolan

Name: Michael Dolan

Title: Senior Vice President and Corporate Controller

Dated: May 3, 2018