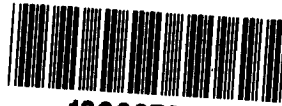


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**NASDAQ**<sup>®</sup>  
THE NASDAQ OMX GROUP



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William Stattery, CFA  
Vice President  
Listing Qualifications

Received SEC

NOV 13 2013

Washington, DC 20549

By Electronic Mail

November 13, 2013

Mr. Jeffrey Thomas  
Chief, IT Services  
Division of Corporation Finance  
U.S. Securities and Exchange Commission  
100 F Street, N.E.  
Washington, D.C. 20549

Dear Mr. Thomas:

This is to certify that on November 1, 2013 The Nasdaq Stock Market (the "Exchange") received from Houghton Mifflin Harcourt Company (the "Registrant") a copy of the Registrant's application on Form 8-A 12(b) for the registration of the following security:

Common Stock, par value \$0.01 per share

We further certify that the security described above has been approved by the Exchange for listing and registration upon official notice of issuance.

We understand that the Registrant is seeking effectiveness of the Form 8-A 12(b) concurrently with effectiveness of its 1933 Act Registration Statement, and we hereby join in such request.

Sincerely,

*William Stattery*