

OPEN TEXT CORP  
Form 8-K  
December 19, 2016

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**WASHINGTON, DC 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): December 13, 2016**

**Open Text Corporation**

**(Exact name of Registrant as specified in its charter)**

**Canada**  
**(State or Other Jurisdiction**

**0-27544**  
**(Commission**

**98-0154400**  
**(IRS Employer**

**of Incorporation)**

**File Number)**

**Identification No.)**

**275 Frank Tompa Drive, Waterloo, Ontario, Canada N2L 0A1**

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**(Address of principal executive offices)**

**(519) 888-7111**

**Registrant's telephone number, including area code**

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 (see General Instruction A.2. below):

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 1.01 Entry into a Material Definitive Agreement**

On December 13, 2016, Open Text Corporation (the Company) entered into an underwriting agreement by and among the Company and Barclays Capital Inc., Citigroup Global Markets Canada Inc. and RBC Dominion Securities Inc. as Representatives of the several underwriters listed in Schedule I thereto, relating to the offering by the Company of 9,250,000 common shares pursuant to the Company's Registration Statement on Form S-3 (File No. 333-195479). The Company granted the underwriters a 30-day option to purchase up to an additional 1,387,500 common shares to cover over-allotments, if any.

A copy of the Underwriting Agreement is filed as Exhibit 1.1 herewith and incorporated by reference herein.

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

(d) Exhibits

- 1.1 Underwriting Agreement, dated as of December 13, 2016, by and among Open Text Corporation and Barclays Capital Inc., Citigroup Global Markets Canada Inc. and RBC Dominion Securities Inc. as Representatives of the several Underwriters listed in Schedule I thereto.
- 5.1 Opinion of Blake, Cassels & Graydon LLP.
- 23.1 Consent of Blake, Cassels & Graydon LLP (included in Exhibit 5.1 hereto).

**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.

OPEN TEXT CORPORATION

December 19, 2016

By: /s/ JOHN M. DOOLITTLE  
**John M. Doolittle**  
**Chief Financial Officer**

**Exhibit Index**

| <b>Exhibit No.</b> | <b>Description</b>  |
|--------------------|---|
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| 5.1                | Opinion of Blake, Cassels & Graydon LLP.  |
| 23.1               | Consent of Blake, Cassels & Graydon LLP (included in Exhibit 5.1 hereto).   |