

OPEN TEXT CORP
Form 8-K
May 25, 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): May 25, 2016

Open Text Corporation
(Exact name of Registrant as specified in its charter)

Canada 0-27544 98-0154400
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) Identification No.)
275 Frank Tompa Drive, Waterloo, Ontario, Canada N2L 0A1
(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 7.01 Regulation FD Disclosure

Open Text Corporation (“OpenText”) is furnishing certain unaudited financial measures that are not in accordance with U.S. GAAP (“Non-GAAP”), and certain related reconciliations to the most directly comparable measure under U.S. GAAP, and last twelve month (“LTM”) financial data, which information is included in the offering memorandum for the proposed offering described under 8.01 below. The disclosure is attached hereto as Exhibit 99.1 and incorporated by reference into this Item 7.01.

The information set forth in this Item 7.01 including Exhibit 99.1 is being furnished under Item 7.01 of Form 8-K and shall not be deemed to be “filed” for purposes of Section 18 of the Securities Exchange Act of 1934, as amended (the “Exchange Act”), or otherwise subject to the liabilities of that section. In addition, this information shall not be incorporated by reference into any registration statement filed under the Securities Act of 1933, as amended (the “Securities Act”), or any filing under the Exchange Act, regardless of any general incorporation language in any such filing.

Item 8.01 Other Events

On May 25, 2016, OpenText issued a press release announcing a proposed offering of U.S. \$500,000,000 in aggregate principal amount of its senior unsecured fixed rate notes due 2026 (the “notes”), guaranteed initially on a senior unsecured basis by OpenText’s existing and future wholly-owned subsidiaries that borrow or guarantee OpenText’s obligations under its existing senior credit facilities. The press release announcing the proposed offering is attached hereto as Exhibit 99.2, and is incorporated by reference into this Item 8.01.

The notes and related guarantees will not be registered under the Securities Act. The notes may not be offered or sold within the United States or to, or for the account or benefit of, U.S. persons (as defined in Regulation S under the Securities Act), except to persons reasonably believed to be qualified institutional buyers in reliance on the exemption from registration provided by Rule 144A under the Securities Act and to certain persons in offshore transactions in reliance on Regulation S under the Securities Act. The notes will be offered in Canada under available prospectus exemptions.

OpenText intends to use the net proceeds of the proposed offering discussed above for general corporate purposes, including potential future acquisitions.

Item 9.01 Financial Statements and Exhibits

(d) Exhibits

| Exhibit No. | Description |
|-------------|-------------|
|-------------|-------------|

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|------|----------------------------------|
| 99.1 | Disclosures Regarding Open Text |
| 99.2 | Press Release dated May 25, 2016 |

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

May 25, 2016 By: /s/ John M. Doolittle

John M. Doolittle

Executive Vice President and Chief Financial Officer

Exhibit Index

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|----------------|-------------|
|----------------|-------------|

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