

OPEN TEXT CORP  
Form 8-K  
May 05, 2014

**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 2, 2014**

**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 8.01. Other Events.**

On May 2, 2014, Open Text Corporation (the Company ) filed a prospectus supplement (the Prospectus Supplement ) to the prospectus dated April 24, 2014, included in the Company s Registration Statement on Form S-3 (Registration No. 333-195479) (the Registration Statement ) covering the offer and sale from time to time of up to 2,583,302 common shares of the Company (the Shares ) by the selling shareholders named in the Prospectus Supplement.

In connection with the filing of the Prospectus Supplement, the following exhibits are being filed with this Current Report on Form 8-K to be incorporated by reference into the Company s Registration Statement: (i) the opinion of Blake, Cassels & Graydon LLP as to the validity of the Shares (Exhibit 5.1 to this Current Report on Form 8-K) and (ii) the consent of Blake, Cassels & Graydon LLP (Exhibit 23.1 to this Current Report on Form 8-K).

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

**(d) Exhibits.**

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

**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 2, 2014

By: */s/ GORDON A. DAVIES*  
**Gordon A. Davies**  
**Chief Legal Officer and Corporate Secretary**

**Exhibit Index**

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