

OPEN TEXT CORP
Form 8-K
August 04, 2006

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): August 4, 2006

Open Text Corporation

(Exact name of Registrant as specified in its charter)

Canada
(State or Other Jurisdiction of Incorporation)

0-27544
(Commission File Number)

98-0154400
(IRS Employer 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):

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- .. 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))
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Item 1.01 Entry into a Material Definitive Agreement

On August 4, 2006, Open Text Corporation (the Company) issued a press release announcing that it has entered into a definitive agreement with Hummingbird Ltd. (Hummingbird) under which Open Text will acquire through a wholly-owned subsidiary, all of Hummingbird's outstanding shares in an all-cash transaction valued at US\$27.85 per share, or approximately US\$489 million.

A copy of the press release is filed as Exhibit 99.1 to this Form 8-K.

Item 9.01 Exhibits

(d) Exhibits

| Exhibit No. | Description |
|--------------------|--|
| 99.1 | Press Release issued by Open Text Corporation on August 4, 2006. |

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

August 4, 2006

By: /s/ Paul J. McFeeters
Paul J. McFeeters

Chief Financial Officer

Exhibit Index

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