

OPEN TEXT CORP  
Form 8-K  
August 04, 2006

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# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

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## FORM 8-K

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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

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## Open Text Corporation

(Exact name of Registrant as specified in its charter)

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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

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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):

## Edgar Filing: OPEN TEXT CORP - Form 8-K

- .. 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

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
| 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

| <b>Exhibit No.</b> | <b>Description</b>   |
|--------------------|--|
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