

OPEN TEXT CORP  
Form S-8 POS  
July 29, 2014

As filed with the Securities and Exchange Commission on July 29, 2014

Registration No. 333-146350

# **SECURITIES AND EXCHANGE COMMISSION**

**WASHINGTON, D.C. 20549**

**POST EFFECTIVE AMENDMENT NO. 1**

**TO**

**FORM S-8**

**REGISTRATION STATEMENT**

***UNDER***

***THE SECURITIES ACT OF 1933***

## **OPEN TEXT CORPORATION**

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

**Ontario, Canada**  
**(State or other jurisdiction of**

**incorporation or organization)**

**98-0154400**  
**(I.R.S. Employer**

**Identification No.)**

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**275 Frank Tompa Drive**

**Waterloo, Ontario, Canada N2L 0A1**

(Address of Registrant's Principal Executive Offices)

**Hummingbird Stock Option Plan**

(Full title of the plan)

**Open Text Inc.**

**The Pyramid Center**

**600 Montgomery Street, Suite 1800**

**San Francisco, CA 94111**

(Name and address of Agent for Service)

**(415) 500-9600**

(Telephone number, including area code, of Agent for Service)

*Copies to:*

**Mary E. Alcock, Esq.**

**Cleary Gottlieb Steen & Hamilton LLP**

**One Liberty Plaza**

**New York, NY 10006**

Indicate by check mark whether the Registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act.

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Large accelerated filer   p

Non-accelerated filer   "

Accelerated filer   "

Smaller reporting company   "

**EXPLANATORY NOTE**

This Post-Effective Amendment No. 1 relates to the Registration Statement on Form S-8 (File No. 333-146350) (the "Registration Statement") relating to the Open Text Corporation (the "Company") Hummingbird Stock Option Plan, as amended (the "Plan"). The Company is no longer issuing securities under the Plan. This Post-Effective Amendment to the Registration Statement is being filed in order to deregister all shares that were registered under the Registration Statement and remain unissued under the Plan.

The Company hereby removes from registration, by means of this post-effective amendment, 639,390 common shares of the Company registered but unsold under this Registration Statement as of the date hereof.

# SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this registration statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Waterloo, Ontario, Canada, on this 29<sup>th</sup> day of July 2014.

OPEN TEXT CORPORATION

By: /s/ MARK BARRENECHEA  
Mark Barrenechea

*President and Chief Executive Officer*

*(Principal Executive Officer)*

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities indicated on July 29, 2014.

| Signature               | Title  |
|-------------------------|--|
| /s/ MARK J. BARRENECHEA | President and Chief Executive Officer                    |
| Mark J. Barrenechea     | (Principal Executive Officer)                            |
| /s/ PAUL McFEETERS      | Chief Financial Officer and Chief Administrative Officer |
| Paul McFeeters          | (Principal Financial Officer)                            |
| /s/ SUJEET KINI         | Chief Accounting Officer                                 |
| Sujeet Kini             | (Principal Accounting Officer)                           |
| /s/ P. THOMAS JENKINS   | Chairman   |
| P. Thomas Jenkins       |  |
| *                       | Director   |
| Randy Fowlie            |  |
| *                       | Director   |
| Gail E. Hamilton        |  |
| *                       | Director   |
| Brian J. Jackman        |  |
| *                       | Director   |
| Stephen J. Sadler       |  |

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\*

Director

Michael Slaunwhite

Director

Katharine B. Stevenson

Director

Deborah Weinstein

/s/ MUHI MAJZOUN

Authorized Representative in the United States

Muhi Majzoub

\*By /s/ PAUL McFEETERS  
Paul McFeeters

Attorney-in-fact

**INDEX TO EXHIBITS**

| <b>Exhibit No.</b> | <b>Description of Exhibit</b>  |
|--------------------|--|
| *24.1              | Power of Attorney of P. Thomas Jenkins, John Shackleton and Paul McFeeters |

\* Previously filed on the signature page to the Registration Statement on Form S-8 (No. 333-146350) filed on September 27, 2007.