OPEN TEXT CORP
Form 424B5
December 12, 2016
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Filed Pursuant to Rule 424(b)(5)
Registration Statement No. 333-195479

This preliminary prospectus supplement relates to an effective registration statement under the Securities Act of 1933, as amended, but is not complete and may be changed. This preliminary prospectus supplement and the accompanying prospectus are not an offer to sell these securities in any jurisdiction where the offer or sale is not permitted, and they are not soliciting an offer to buy these securities where the offer or sale is not permitted.

SUBJECT TO COMPLETION, DATED DECEMBER 12, 2016.

PROSPECTUS SUPPLEMENT

(To prospectus dated December 12, 2016)

U.S.$500,000,000

Open Text Corporation

Common Shares

We are offering $500,000,000 of our common shares.

We have granted the underwriters the option to purchase up to an additional $75,000,000 of common shares from us, solely to cover over-allotments, if any, at the public offering price less the underwriting discounts and commissions within 30 days from the date of this prospectus supplement. See the section of this prospectus supplement entitled Underwriting beginning on page S-57 of this prospectus supplement.

We intend to use the net proceeds from this offering to finance a portion of the purchase price for the acquisition (the Acquisition) of certain assets of the enterprise content division (the EMC Enterprise Content Division) of EMC Corporation (Dell-EMC). We expect to fund the balance of the purchase price and pay related fees and expenses with the net proceeds from the Debt Financing (as defined herein) and cash on hand. See Summary The Acquisition Financing Transactions. This offering is not contingent on completion of the Acquisition or any Debt Financing. If the Acquisition is not completed, we intend to use the net proceeds from this offering for general corporate purposes, as described under Use of Proceeds.

Our common shares are traded on the NASDAQ Global Select Market (NASDAQ) under the symbol OTEX and on the Toronto Stock Exchange (TSX) under the symbol OTC. On December 9, 2016, the last sale price for our common shares was U.S.$61.14 on the NASDAQ and Cdn.$80.57 on the TSX.

Investing in our common shares involves risks. See *Risk Factors beginning on page S-16* *and under Risk Factors in Item 1A of our Annual Report on Form 10-K for the fiscal year ended June 30, 2016 (2016 Annual Report) and in Item 1A of our Quarterly Report on Form 10-Q for the quarter ended September 30, 2016 (2017 Q1 Quarterly Report), each filed with the Securities and Exchange Commission (the SEC) and the applicable Canadian securities regulatory authorities on July 27, 2016 and November 3, 2016, respectively, for a discussion of certain risks that you should consider in connection with an investment in our common shares.*

	Public Offering Price	**Underwriting Discounts and Commissions**	**Proceeds Before Expenses to Open Text Corporation**
Per Share	$	$	$
Total	$	$	$

Neither the SEC nor any state securities commission has approved or disapproved of these securities or determined if this prospectus supplement or the accompanying prospectus is truthful or complete. Any representation to the contrary is a criminal offense.

The underwriters expect to deliver the common shares in book-entry form only through the facilities of The Depository Trust Company (DTC) for the accounts of its participants, including Clearstream Banking, *société anonyme*, and Euroclear Bank S.A./N.V., as operator of the Euroclear System, against payment on or about , 2016.

Joint Book-Running Managers

Barclays **Citigroup** **RBC Capital Markets**

The date of this prospectus supplement is , 2016.

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Prospectus Supplement

Prospectus

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We are responsible for the information contained and incorporated by reference in this prospectus supplement and the accompanying prospectus and any related free writing prospectus we prepare or authorize. Neither we nor the underwriters have authorized anyone to give you any other information, and we take no responsibility for any other information that others may give you. This document may only be used where it is legal to sell these securities. The information contained and incorporated by reference in this prospectus supplement, the accompanying prospectus or in any related free writing prospectus we prepare or authorize may only be accurate as of the date of the applicable document.

Neither this prospectus supplement nor the accompanying prospectus constitutes an offer to purchase any securities and may not be used for or in connection with an offer or solicitation by anyone in any jurisdiction in which such an offer or solicitation is not authorized, to any person to whom it is unlawful to make such an offer or solicitation or by anyone who is not permitted to sell such securities.

ABOUT THIS PROSPECTUS SUPPLEMENT

This document consists of two parts. The first part is this prospectus supplement, which describes the specific terms of this offering. The second part is the accompanying prospectus, which describes more general information, some of which may not apply to this offering. You should read both this prospectus supplement and the accompanying prospectus, together with the documents incorporated by reference herein and therein and the additional information described in the accompanying prospectus under the heading Where You Can Find More Information.

If the description of the offering varies between this prospectus supplement and the accompanying prospectus, you should rely on the information in this prospectus supplement.

Any statement made in this prospectus supplement or in a document incorporated or deemed to be incorporated by reference in this prospectus supplement will be deemed to be modified or superseded for purposes of this prospectus supplement to the extent that a statement contained in this prospectus supplement or in any other subsequently filed document that is also incorporated or deemed to be incorporated by reference in this prospectus supplement modifies or supersedes that statement. Any statement so modified or superseded will not be deemed, except as so modified or superseded, to constitute a part of this prospectus supplement. The information we have included in this prospectus supplement and the accompanying prospectus is accurate only as of the date of this prospectus supplement or the accompanying prospectus, and any information we have incorporated by reference is accurate only as of the date of the document incorporated by reference. Our business, financial condition, results of operations and prospects may have changed since such date.

In this prospectus supplement, except as otherwise indicated or the context otherwise implies, references to OpenText, the Company, we, us an our are references to Open Text Corporation and our consolidated subsidiaries.

Unless otherwise specified herein, all dollar figures are expressed in U.S. Dollars. All references to U.S.$ or $ are to U.S. Dollars and all references to Cdn.$ are to Canadian Dollars.

Although the Acquisition has not yet occurred, the pro forma financial information included and incorporated by reference in this prospectus supplement gives pro forma effect to the Acquisition and the related Financing Transactions (as defined herein). The pro forma financial information is for illustrative purposes only, is based on various adjustments and assumptions, and is not necessarily an indication of the financial condition or the results of operations of OpenText that would have been achieved had the Acquisition and the Financing Transactions been completed as of the dates indicated or that may be achieved in the future. See Risk Factors Risks Related to the Acquisition and Unaudited Pro Forma Condensed Consolidated Financial Statements.

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This offering is not contingent on completion of the Acquisition or any Debt Financing. If the Acquisition is not completed, we intend to use the net proceeds from this offering for general corporate purposes, as described under Use of Proceeds. See Risk Factors Risks Related to the Acquisition.

NOTE REGARDING FORWARD-LOOKING STATEMENTS

This prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein contain forward-looking statements. These forward-looking statements are made pursuant to the safe harbor provisions of the Private Securities Litigation Reform Act of 1995, and created under the Securities Act of 1933, as amended (the Securities Act), and the Securities Exchange Act of 1934, as amended (the Exchange Act), the Securities Act (Ontario) and Canadian securities legislation in each of the provinces of Canada in which this prospectus supplement is filed. All statements other than statements of historical facts are statements that could be deemed forward-looking statements. We have based those forward-looking statements on our current expectations and projections about future results. When we use words such as anticipates, expects, intends, plans, believes, seeks, estimates, may, could, would and variations of similar expressions, we do so to identify forward-looking statements. In addition, any information or statements that refer to expectations, beliefs, plans, projections, objectives, performance or other characterizations of future events or circumstances, including any underlying assumptions, are forward-looking, and based on our current expectations, forecasts and projections about the operating environment, economies and markets in which we operate. Forward-looking statements in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein include, but are not limited to, (i) statements about our focus on growth in earnings and cash flows; (ii) creating value through investments in broader Enterprise Information Management (EIM) capabilities; (iii) our future business plans and business planning process; (iv) statements relating to business trends; (v) statements relating to distribution; (vi) our presence in the cloud and in growth markets; (vii) product and solution developments, enhancements and releases and the timing thereof; (viii) our financial conditions, results of operations and earnings; (ix) the basis for any future growth and our financial performance, including estimated market growth; (x) declaration and payment of quarterly dividends; (xi) future tax rates; (xii) the changing regulatory environment and its impact on our business; (xiii) recurring revenues; (xiv) research and development and related expenditures; (xv) our building, development and consolidation of our network infrastructure; (xvi) competition and changes in the competitive landscape; (xvii) our management and protection of intellectual property and other proprietary rights; (xviii) foreign sales and exchange rate fluctuations; (xix) cyclical or seasonal aspects of our business; (xx) capital expenditures; (xxi) potential legal and/or regulatory proceedings; (xxii) the expected timing, size, terms and conditions of this offering and the use of proceeds therefrom; (xxiii) the expected size and completion of the Notes Offering (as defined herein); (xxiv) our ability to secure the Additional Debt Financing (as defined herein), if required; (xxv) our ability to enter into, and borrow under, the New Facility (as defined herein) under the Commitment Letter (as defined herein), if required; (xxvi) the completion of the Acquisition and financing thereof; (xxvii) the anticipated benefits of the Acquisition, including the anticipated cost savings from the Acquisition and accretion to earnings per share (EPS) and non-GAAP-based EPS beginning in the quarter the Acquisition closes; and (xxviii) other matters.

Forward-looking statements reflect our current estimates, beliefs and assumptions, which are based on management s perception of historic trends, current conditions and expected future developments, as well as other factors management believes are appropriate in the circumstances. The forward-looking statements contained in this prospectus supplement, the accompanying prospectus and the documents incorporated by reference herein and therein or elsewhere are based on certain assumptions including the following: (i) countries continuing to implement and enforce existing and additional customs and security regulations relating to the provision of electronic information for imports and exports; (ii) our continued operation of a secure and reliable business network; (iii) the stability of general political, economic and market conditions, currency exchange rates, and interest rates; (iv) equity and debt markets continuing to provide us with access to capital; (v) our continued ability to identify and source attractive and executable business combination opportunities; and (vi)

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our continued compliance with third party intellectual property rights. Management s estimates, beliefs and assumptions are inherently subject to significant business, economic, competitive and other uncertainties and contingencies regarding future events and, as such, are subject to change. We can give no assurance that such estimates, beliefs and assumptions will prove to be correct. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause our actual results, performance or achievements to differ materially from the anticipated results, performance or achievements expressed or implied by such forward-looking statements. The risks and uncertainties that may affect forward-looking statements include, but are not limited to: (i) integration of acquisitions and related restructuring efforts, including the quantum of restructuring charges and the timing thereof; (ii) the potential for the incurrence of or assumption of debt in connection with acquisitions and the impact on the ratings or outlooks of rating agencies on our outstanding debt securities; (iii) the possibility that we may be unable to meet our future reporting requirements under the Exchange Act, and the rules promulgated thereunder, or applicable Canadian securities regulation; (iv) the risks associated with bringing new products and services to market; (v) fluctuations in currency exchange rates (including as a result of the impact of Brexit, as defined herein); (vi) delays in the purchasing decisions of our customers; (vii) the competition we face in our industry and/or marketplace; (viii) the final determination of litigation, tax audits (including tax examinations in the United States or elsewhere) and other legal proceedings; (ix) potential exposure to greater than anticipated tax liabilities or expenses, including with respect to changes in Canadian, U.S. or international tax regimes; (x) the possibility of technical, logistical or planning issues in connection with the deployment of our products or services; (xi) the continuous commitment of our customers; (xii) demand for our products and services; (xiii) increase in exposure to international business risks (including as a result of the impact of Brexit) as we continue to increase our international operations; (xiv) inability to raise capital at all or on not unfavorable terms in the future; (xv) downward pressure on our share price and dilutive effect of this offering or future sales or issuances of equity securities (including in connection with the Acquisition and/or other future acquisitions); and (xvi) potential changes in ratings or outlooks of rating agencies on our outstanding debt securities. Other factors that may affect forward-looking statements include, but are not limited to: (i) our future performance, financial and otherwise; (ii) our ability to bring new products and services to market and to increase sales; (iii) the strength of our product development pipeline; (iv) failure to secure and protect patents, trademarks and other proprietary rights; (v) infringement of third-party proprietary rights triggering indemnification obligations and resulting in significant expenses or restrictions on our ability to provide our products or services; (vi) failure to comply with privacy laws and regulations that are extensive, open to various interpretations and complex to implement; (vii) our growth and profitability prospects; (viii) the estimated size and growth prospects of the EIM market; (ix) our competitive position in the EIM market and our ability to take advantage of future opportunities in this market; (x) the benefits of our products and services to be realized by customers; (xi) the demand for our products and services and the extent of deployment of our products and services in the EIM marketplace; (xii) our financial condition and capital requirements; (xiii) system or network failures or information security breaches in connection with our services and products; (xiv) failure to attract and retain key personnel to develop and effectively manage our business and (xv) other risks described in the Risk Factors section of this prospectus supplement, under Item 1A of the 2016 Annual Report and Item 1A of the 2017 Q1 Quarterly Report, and otherwise incorporated by reference herein.

You should keep in mind that any forward-looking statement we make in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference herein or therein or elsewhere, speaks only as of the date on which we make it. New risks and uncertainties arise from time to time, and it is impossible for us to predict these events or how they may affect us. In any event, these and other important factors, including those set forth under the heading Risk Factors in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference herein or therein, may cause actual results to differ materially from those indicated by our forward-looking statements. We have no duty, and do not intend, to update or revise the forward-looking statements we make in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference herein or therein or elsewhere, except as may be required by law. In light of these risks and uncertainties, you should keep in mind that the future events or circumstances described in any forward-looking statement we make in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference herein or therein or elsewhere, might not occur.

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You should carefully consider the information in this prospectus supplement, the accompanying prospectus, the documents incorporated by reference herein or therein and subsequent public statements, or reports filed with or furnished to the SEC and the applicable Canadian securities regulatory authorities, before making any investment decision with respect to our securities. If any of these trends, risks, assumptions or uncertainties actually occurs or continues, our business, financial condition or results of operations could be materially adversely affected, the trading prices of our securities could decline and you could lose all or part of your investment. All forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by this cautionary statement.

INDUSTRY AND MARKET DATA

We have obtained certain industry and market share data from third-party sources that we believe are reliable. In many cases, however, we have made statements in this prospectus supplement, the accompanying prospectus or in documents incorporated by reference herein or therein regarding our industry and our position in the industry based on estimates made based on our experience in the industry and our own investigation of market conditions. This information may prove to be inaccurate, however, because of the method by which we obtained some of the data for our estimates or because this information cannot always be verified with complete certainty due to the limits on the availability and reliability of raw data, the voluntary nature of the data gathering process and other limitations and uncertainties.

ENFORCEABILITY OF CIVIL LIABILITIES

We are a corporation organized under the laws of Canada. Many of the Company s directors and officers, and those of some of our subsidiaries, are residents of Canada or otherwise reside outside of the United States, and all or a substantial portion of their assets, and a substantial portion of the assets of the Company, are located outside of the United States. As a result, there may be jurisdictional issues should you bring an action against directors or officers who are not residents of the United States, or against the Company. We have appointed an agent for service of process in the United States, but it may be difficult for holders of our common shares who reside in the United States to effect service within the United States upon those directors and officers who are not residents of the United States, or on the Company. It may also be difficult for holders of our common shares who reside in the United States to enforce in the United States the judgments of courts of the United States predicated upon the civil liability of the Company or the Company s directors and officers under the United States federal securities laws.

We have been advised by Blake, Cassels & Graydon LLP that there is substantial doubt whether an action could be brought in Canada in the first instance on the basis of liability predicated upon United States federal securities laws.

We have also been advised by Blake, Cassels & Graydon LLP that a judgment of a United States court may be enforceable in Canada if: (a) there is a real and substantial connection between the events, persons and circumstances and the forum in which the United States proceedings occur such that the United States court properly assumed jurisdiction; (b) the United States judgment is final and conclusive and for a sum certain; (c) the defendant was properly served with originating process from the United States court; and (d) the United States law that led to the judgment is not contrary to Canadian public policy, as that term would be applied by a court of competent jurisdiction in Canada (Canadian Court). We have been advised that in normal circumstances, only civil judgments and not other rights arising from United States securities legislation (for example, penal or similar awards made by a court in a regulatory prosecution or proceeding) are enforceable in Canada.

The enforceability of a United States judgment in Canada will be subject to the requirements that: (i) an action to enforce the United States judgment must be commenced in the Canadian Court within any applicable

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limitation period; (ii) the Canadian Court has discretion to stay or decline to hear an action on the United States judgment if the United States judgment is under appeal or there is another subsisting judgment in any jurisdiction relating to the same cause of action; (iii) the Canadian Court will render judgment only in Canadian dollars; and (iv) an action in the Canadian Court on the United States judgment may be affected by bankruptcy, insolvency or other laws of general application limiting the enforcement of creditors rights generally.

The enforceability of a United States judgment in Canada will be subject to the following defenses: (i) the United States judgment was obtained by fraud or in a manner contrary to the principles of natural justice; (ii) the United States judgment is for a claim which under the law of the applicable Canadian province would be characterized as based on a foreign revenue, expropriatory, penal or other public law; (iii) the United States judgment is contrary to the public policy of the applicable Canadian province or to an order made by the Attorney General of Canada under the Foreign Extraterritorial Measures Act (Canada) or by the Competition Tribunal under the Competition Act (Canada) in respect of certain judgments referred to in these statutes; and (iv) the United States judgment has been satisfied or is void or voidable under United States law.

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SUMMARY

This summary may not contain all the information that may be important to you. You should read this entire prospectus supplement, the accompanying prospectus and those documents incorporated by reference into this prospectus supplement and the accompanying prospectus, including the risk factors and the financial statements and related notes, before making an investment decision.

Our Company

We operate in the Enterprise Information Management market. We are an independent company providing a comprehensive platform and suite of software products and services that assist organizations in finding, utilizing, and sharing business information from any device in ways which are intuitive, efficient and productive. Our technologies and business solutions address one of the biggest problems encountered by enterprises today: the explosive growth of information volume and formats. Our software and services allow organizations to manage the information that flows into, out of, and throughout the enterprise as part of daily operations. Our solutions help to improve customer satisfaction and digital experience, gain analytical insight, improve collaboration with business partners, address the legal and business requirements associated with information governance, and help to ensure that information remains secure and private, as demanded in today s highly regulated climate.

Our products and services are designed to provide the benefits of maximizing the value of enterprise information while largely minimizing its risks. Our solutions incorporate collaborative and mobile technologies and are delivered for on-premises deployment as well as through cloud, hybrid and managed hosted services models to provide the flexibility and cost efficiencies demanded by the market. In addition, we provide solutions that facilitate the exchange of information and transactions that occur between supply chain participants, such as manufacturers, retailers, distributors and financial institutions, and are central to a company s ability to effectively collaborate with its partners.

At its core, EIM is about helping organizations get the most out of information. Our EIM offerings include Enterprise Content Management (ECM), Business Process Management (BPM), Customer Experience Management (CEM), Business Network (BN), Discovery and Analytics, and are designed to deliver to our customers: (i) increased compliance and information governance resulting in reduced exposure to risk of regulatory sanctions related to how information is handled and protected; (ii) improved operating efficiency through process digitization and automation; (iii) better customer engagement through improved and integrated digital experiences and content delivery; (iv) lower cost of storage and management of information through improved classification and archiving strategies; (v) reduced infrastructure costs due to, among other factors, legacy decommissioning capabilities of EIM and cloud and hosted services deployment models; (vi) improved innovation, productivity and time-to-market as a result of letting employees, trading partners and customers work with information and collaborate in ways which are intuitive, automated and flexible; and (vii) increased revenue streams with the enablement of easy expansion across new channels and, ultimately, new markets.

Open Text Corporation was incorporated on June 26, 1991, under the laws of Canada, and we completed our initial public offering on the NASDAQ in 1996 and we were subsequently listed on the TSX in 1998. We are a multinational company and as of September 30, 2016, employed approximately 9,700 people worldwide. Our principal office is at 275 Frank Tompa Drive, Waterloo, Ontario, Canada N2L 0A1, and our telephone number at that location is (519) 888-7111. Our website is *www.opentext.com*. Our website is included in this prospectus supplement as an inactive textual reference only. Except for the documents specifically incorporated by reference into this prospectus supplement, information contained on our website is not incorporated by reference into this prospectus supplement and should not be considered to be a part of this prospectus supplement.

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Our Revenues

Our business consists of four revenue streams: license, cloud services and subscriptions, customer support and professional services and other.

License (16% of revenue for the year ended June 30, 2016). License revenues consist of fees earned from the licensing of software products to our customers. Our license revenues are impacted by the strength of general economic and industry conditions, the competitive strength of our software products, and our acquisitions. The decision by a customer to license our software products often involves a comprehensive implementation process across the customer s network or networks and the licensing and implementation of our software products may entail a significant commitment of resources by prospective customers. As revenue from cloud services and subscriptions has increased in recent years, license revenues have decreased as a proportion of our total revenues.

Cloud Services and Subscriptions (33% of revenue for the year ended June 30, 2016). Cloud services and subscription revenues consist of (i) software as a service (SaaS) offerings, (ii) managed service arrangements and (iii) subscription revenues relating to on-premise offerings. These offerings allow customers to transmit a variety of content between various mediums and to securely manage enterprise information without the commitment of investing in related hardware infrastructure. We have facilitated over 18 billion transactions through our cloud services and subscriptions offerings, and have over 600,000 trading partners and 37 data centers.

In addition, we offer business-to-business (B2B) integration solutions, such as messaging services, and managed services. Messaging services allow for the automated and reliable exchange of electronic transaction information, such as purchase orders, invoices, shipment notices and other business documents, among businesses worldwide. Managed services provide an end-to-end fully outsourced B2B integration solution to our customers, including program implementation, operational management, and customer support. These services enable customers to effectively manage the flow of electronic transaction information with their trading partners and reduce the complexity of disparate standards and communication protocols.

Customer Support (41% of revenue for the year ended June 30, 2016). The first year of our customer support offering is usually purchased by customers together with the license of our EIM software products. Customer support is typically renewed on an annual basis and historically customer support revenues have been a significant portion of our total revenue. Through our OpenText customer support programs, customers receive access to software updates, a knowledge base, discussions, product information, and an online mechanism to post and review trouble tickets. Additionally, our customer support teams handle questions on the use, configuration and functionality of OpenText products and can help identify software issues, develop solutions and document enhancement requests for consideration in future product releases.

Professional Service and Other (11% of revenue for the year ended June 30, 2016). We provide consulting and learning services to customers and generally these services relate to the implementation, training and integration of our licensed product offerings into the customer s systems.

Our consulting services help customers build solutions that enable them to leverage their investments in our technology and in existing enterprise systems. The implementation of these services can range from simple modifications to meet specific departmental needs to enterprise applications that integrate with multiple existing systems.

Our learning services consultants analyze our customers education and training needs, focusing on key learning outcomes and timelines, with a view to creating an appropriate education plan for the employees of our customers who work with our products. Education plans are designed to be flexible and can be applied to any phase of implementation: pilot, roll-out, upgrade or refresher. OpenText learning services employ a blended approach by combining mentoring, instructor-led courses, webinars, eLearning and focused workshops.

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Our Customers and Partners

Our customers consist of a number of organizations, including some mid-market companies and government agencies. We have over 100,000 customers in over 100 countries. We operate on a global basis, and in the year ended June 30, 2016, we generated approximately 58% of our revenues from our Americas region, which consists of countries in North, Central, and South America, approximately 33% from our EMEA region, which primarily consists of countries in Europe, Africa, and the Middle East, and approximately 9% from our Asia Pacific region, which primarily consists of Japan, Australia, China, Korea, Philippines, Singapore and New Zealand. We have over 1,200 sales and distribution partners worldwide.

Our Products and Services

Enterprise Content Management. We facilitate ECM with an integrated set of technologies that manage information throughout its lifecycle and improve business productivity, all while mitigating the risk and controlling the costs of growing volumes of content. Our ECM solutions, which are available on-premises and increasingly in the cloud, include:

Content Management provides a repository for business documents (such as those created with Microsoft Office, AutoCAD and Adobe Acrobat/PDF) and allows for the organizing, displaying, classifying, access control, version control, event auditing, rendition, and search of documents and other content types.

Records Management enables control of the complete lifecycle of content management by associating retention and disposition rules to control if and when content can or must be deleted or archived on storage media.

Archiving helps reduce storage expenses through optimization of storage use. It manages content storage policies according to business context, optimizes storage use, and provides high-end storage services to reduce future storage demands.

Email Management Solutions enable the archiving, control and monitoring of email, regardless of platform, to reduce the size of the email database, improve email server performance, control the lifecycle of email content, and monitor email content to improve compliance.

Capture solutions help bridge the gap between structured and unstructured data by providing the ability to capture and image paper content while applying metadata and applicable policies and schedules. By transforming the information contained in these documents, it can then be used effectively to automate or streamline business processes while being governed consistently alongside digital content.

Core is a SaaS-based, multi-tenant cloud solution that provides efficient ways to share documents and collaborate for teams of any size, from small groups to large enterprises.

Business Process Management. BPM provides the software capabilities for analyzing, automating, monitoring and optimizing structured business processes that typically fall outside the scope of existing enterprise systems. BPM solutions help empower employees, customers and partners. Our BPM solutions include:

Process Suite Platform puts the business in direct control of its processes and fosters alignment between business and IT, resulting in tangible benefits for both. OpenText Process Suite Platform offers one platform that can be accessed simply through a web browser and is built from the ground up to be truly multi-tenant and to support all of the deployment models required for on-premise, private or public clouds.

Capture and Recognition Systems convert documents from analog sources, such as paper or facsimile (fax), to electronic documents and apply value-added functions, such as optical / intelligent character recognition (OCR/ICR) and barcode scanning, and then releases these documents into repositories where they can be stored, managed and searched.

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Process Suite Solutions are packaged applications built on the Process Suite and address specific business problems. This includes Contract Management, Cloud Brokerage Services, Digital Media Supply Chain and Enterprise App Store, to name a few.

Customer Experience Management. CEM generates improved time-to-market by giving customers, employees, and channel partners personalized and engaging experiences. Our CEM solutions include:

Web Content Management provides software for authoring, maintaining and administering websites designed to offer a visitor experience that integrates content from internal and external sources.

Digital Asset Management provides a set of content management services for browsing, searching, viewing, assembling and delivering rich media content such as images, audio and video.

Customer Communications Management software makes it possible for organizations to process and deliver highly personalized documents in paper or electronic format rather than a one message fits all approach.

Social Software helps companies socialize their web presence by adding blogs, wikis, ratings and reviews, and build communities for public websites and employee intranets.

Portal enables organizations to aggregate, integrate and personalize corporate information and applications and provides a central, contextualized and personalized view of information for executives, departments, partners and customers.

Business Network. BN, previously known as Information Exchange (iX), is a set of offerings that facilitate efficient, secure and compliant exchange of information inside and outside the enterprise. BN solutions include:

Business-to-Business Integration services help optimize the reliability, reach and cost efficiency of an enterprise s electronic supply chain while reducing costs, infrastructure and overhead.

Fax Solutions automate business fax and electronic document distribution to improve the business impact of company information, increase employee productivity and decrease paper-based operational costs.

Secure Messaging helps to share and synchronize files across an organization, across teams and with business partners, while leveraging the latest smartphones and tablets to provide information on the go without sacrificing information governance or security.

Analytics. Analytics solutions help organizations gain insight from their structured and unstructured information, make predictions, visualize and report on business processes, customer interactions and a myriad of other sources of information. This analytical data can then be used to refine business processes or content utilization, make predictions, identify trends, improve customer service or be applied in a multitude of different scenarios. OpenText Analytics solutions include:

Embedded Reporting and Visualization is used to embed reports and visualizations of data in an array of applications, including the OpenText EIM Suites and many third party data sources.

Big Data Analysis is the analysis of large sets of information from databases, files, Enterprise Resource Planning (ERP) and Customer Relationship Management systems and a variety of other sources. Modeling and predictive algorithms may be applied to this data using OpenText solutions to extract meaningful insight or predictive models to solve customer problems or help with operational insight.

Discovery. Discovery solutions organize and visualize all relevant content and make it possible for business users to quickly locate information and make better informed decisions based on timely, contextualized information. Discovery solutions include:

Search addresses information security and productivity requirements by securely indexing all information for fast retrieval and real-time monitoring.

Semantic Navigation improves the end-user experience of websites by enabling intuitive visual exploration of site content through contextual navigation.

Auto-Classification improves the quality of information governance through intelligent metadata extraction and accurate classification of information.

InfoFusion makes it possible for organizations to deal with the issue of so-called information silos resulting from, for instance, numerous disconnected information sources across the enterprise. Using a framework of adapters, an information access platform allows organizations to consolidate, decommission, archive and migrate content from virtually any system or information repository.

Our Competitive Strengths

Large and Diverse Customer Base. We are strongly diversified across both geographies and industries. We derived approximately 58% of our revenues from the Americas, 33% from EMEA and 9% from Asia Pacific during the year ended June 30, 2016. Our license revenues are also well diversified across multiple industry sectors, including Financial, which accounted for 23% of our license revenues in the fiscal year ended June 30, 2016, Services, which accounted for 16% of our license revenues in the fiscal year ended June 30, 2016, Technology, which accounted for 13% of our license revenues in the fiscal year ended June 30, 2016, and Public Sector, which accounted for 11% of our license revenues in the fiscal year ended June 30, 2016. No other industry represented more than 10% of our license revenues in the same period and we did not have a single customer accounting for more than 10% of revenues during our last three fiscal years.

Significant Portion of Revenue Base is Stable and Recurring. We believe that a significant portion of our revenue base has been historically stable and recurring. In the fiscal year ended June 30, 2016, recurring revenue was $1,541 million and represented approximately 84% of our total revenues. In the three months ended September 30, 2016, recurring revenue was $431 million and represented approximately 88% of our total revenues. In the fiscal year ended June 30, 2016, we generated approximately 76% of license revenues from existing customers. Customer Support (maintenance) is sold on substantially all license sales. This has provided us with a Customer Support revenue stream which has grown by approximately 13% over the last three fiscal years. Customer Support agreements are typically twelve months in duration and we have successfully maintained renewal rates in the 90% range over our last three fiscal years. Cloud Services and subscriptions revenues are also generally recurring in nature. We believe that we benefit from a sticky customer base with significant switching costs, due to EIM solutions having become core to customers compliance initiatives, deep integration with pervasive ERP systems such as SAP, tight integration with customers business processes and workflows and high customer satisfaction with our solutions and customer support services. Our total revenues have grown from approximately $409 million in the fiscal year ended June 30, 2006 to $1.8 billion in the fiscal year ended June 30, 2016, representing a compound annual growth rate of 16%.

Successful, Disciplined Acquisition Strategy. To complement our organic growth, we have a highly disciplined program to identify, execute and integrate acquisitions through our dedicated in-house corporate development team. In light of the continually evolving marketplace in which we operate, we regularly evaluate various acquisition opportunities within the EIM market. In evaluating potential acquisitions, we look for strong leadership teams, disciplined engineering, leading distribution models, recurring revenues, strong cash flows, and opportunities for higher margin. We look for potential acquisitions that would benefit from the OpenText Business System, which is focused on integration of the sales force, engineering and operations. Onboarding of acquired businesses to our target model is designed to provide day-one integration and consistent value creation. We have completed 55 acquisitions over the last 20 years, significantly broadening our market reach and deepening customer penetration through incremental cross-sell synergies. In addition, cost synergies and free cash flow deliver further value. Our internal acquisition models contemplate simple and clear cash-based returns. In calendar year 2016, we successfully completed the acquisition of ANXe Business Corporation, which we expect to have annualized revenue of $30 million and to be immediately accretive and on our operating model,

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Recommind Inc., which we expect to have annualized revenue of $70 million to $80 million, and certain customer experience and customer communications management software and services assets and liabilities from HP Inc., which we expect to have annualized revenue of $85 million to $95 million (customer experience management assets) and $110 million to $125 million (customer communication management assets) and both of which we expect to be immediately accretive and are expected to be fully on our operating model within 12 months of the respective acquisition dates. These recent acquisitions, and others, have allowed us to continue building a leadership position in EIM. Our operating cash flow has grown from $61 million in the fiscal year ended June 30, 2006 to $526 million in the fiscal year ended June 30, 2016, representing a compound annual growth rate of 24%.

Our Strategy

We have identified the following growth opportunities as key elements of our strategy:

Broaden Our Reach into EIM, B2B Integration, Analytics, Discovery and the Cloud. As technologies and customers become more sophisticated, we intend to be a leader in expanding the definition of traditional market sectors. We have been a leader in investing in adjacent markets through acquisitions, which have provided us with the technology to accelerate our time to market and increase our scale. We have also invested in technologies to address the growing influence of analytics and social, mobile and cloud platforms on corporate information.

Deepen Customer Penetration. We intend to leverage our comprehensive solution set to deepen our existing customer relationships. We have significant expertise in a number of industry sectors and aim to increase our customer penetration based on our strong credentials. We are particularly focused on circumstances where the customer is looking to consolidate multiple vendors with solutions from a single source while addressing a broader spectrum of business problems, or the new or existing customers looking to take a more holistic approach to digital transformation.

Invest in Technology Leadership. We believe we are well-positioned to develop additional innovative solutions to address the evolving market. We plan to continue investing in technology innovation by funding internal development as well as collaborating with third-parties.

Deepen Strategic Partnerships. Our partnerships with companies such as SAP, Microsoft, Oracle, Accenture, Deloitte and others serve as an example of how we are working together with our partners to create next-generation EIM solutions and deliver them to market. We will continue to look for ways to create more customer value from our strategic partnerships.

Broaden Global Presence. As customers become increasingly multinational and as international markets continue to adopt EIM, we plan to further grow our brand, presence and partner networks in these new markets. We are focused on using our direct sales for targeting existing customers and plan to address new geographies jointly with our partners.

Selectively Pursue Acquisitions. In light of the continually evolving marketplace in which we operate, on an ongoing basis we regularly evaluate acquisition opportunities within the EIM market and at any time may be in various stages of discussions with respect to such opportunities. We plan to continue to pursue acquisitions that complement our existing business, represent a strong strategic fit and are consistent with our overall growth strategy and disciplined financial management. We may also target future acquisitions to expand or add functionality and capabilities to our existing portfolio of solutions, as well as add new solutions to our portfolio.

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The Acquisition

On September 12, 2016, we entered into a definitive agreement (the Master Acquisition Agreement) with EMC Corporation, a Massachusetts corporation, EMC International Company, a company organized under the laws of Ireland, and EMC (Benelux) B.V., a *besloten vennootschap* organized under the laws of the Netherlands, to acquire the EMC Enterprise Content Division. The purchase price for the Acquisition, which is payable in cash, is approximately $1.62 billion.

We expect the initial closing of the Acquisition to take place within 90 to 120 days of the date of the Master Acquisition Agreement, except in certain jurisdictions where requirements of local law require the transfer of local assets and liabilities to be deferred to a later date. The consummation of the Acquisition is subject to certain customary conditions. The consummation of the Acquisition is not subject to any financing condition. Further information about the Acquisition, including a copy of the Master Acquisition Agreement, is contained in our Current Report on Form 8-K filed with the SEC and the applicable Canadian securities regulatory authorities on September 13, 2016 and September 12, 2016, respectively.

EMC Enterprise Content Division

The following information should be read in conjunction with the financial statements of the EMC Enterprise Content Division as of and for the years ended December 31, 2015 and 2014, and as of September 30, 2016 and for the nine months ended September 30, 2016 and 2015, incorporated in this prospectus supplement by reference to our Current Report on Form 8-K filed on December 12, 2016.

The EMC Enterprise Content Division provides enterprise software and cloud solutions that help organizations leverage their business content throughout its lifecycle to drive their digital agenda. The EMC Enterprise Content Division s offerings include enterprise content management solutions and archiving software. The EMC Enterprise Content Division s enterprise content management solutions enable the digitization and flow of content through organizations and include intelligent capture of information, enterprise content library services, customer communications, information governance and compliance as well as purpose built industry solutions. The EMC Enterprise Content Division s archiving software helps customers take cost out of their current IT environments by archiving inactive information to decommission legacy applications and make their current applications run better.

The EMC Enterprise Content Division is headquartered in Pleasanton, California. The EMC Enterprise Content Division employs approximately 2,000 individuals and has more than 5,600 customers worldwide across the Americas, EMEA and Asia Pacific. Customers of the EMC Enterprise Content Division operate in a wide range of industry verticals, including those in which we have a strong presence as well as those that complement our current industry focus. For the year ended December 31, 2015, the EMC Enterprise Content Division had revenue of approximately $581 million and gross profit of $384 million, compared to $629 million and $404 million in 2014, respectively. From 2014 to 2015, the EMC Enterprise Content Division s gross margins increased from 64.2% to 66.1%.

The EMC Enterprise Content Division offers a suite of leading ECM solutions with deep industry focus, including the Documentum , InfoArchive and LEAP product families, as well as a secondary portfolio of related products. The Acquisition is expected to deepen our existing EIM offerings with a substantial portfolio focused on ECM and Information Life Cycle Management markets.

Documentum features a set of proven products that enable customers to better-manage content across the enterprise with security and compliance. It consists of an expansive portfolio of products, including but not limited to Documentum Content Server, Documentum Records Manager, Documentum D2, and Documentum xCP. The Documentum product line also includes industry solutions for life science, healthcare, energy and engineering, addressing activities such as clinical trials, regulatory submissions, medical image management, capital projects management, and asset operations.

InfoArchive enables information technology (IT) organizations to decommission legacy apps and archive inactive data, significantly reducing IT costs. It also extracts data from these legacy environments for reuse in third-platform applications and for more complete analysis and insight.

LEAP offers a next-generation SaaS platform for ECM. It is comprised of a set of consumer-grade, end-user productivity apps that enable users to access, share, create and collaborate on content in entirely new ways across any device.

Related portfolio products include Captiva, ApplicationXtender, Document Sciences xPression, and eRoom, which provide capabilities in the areas of information capture, document management, customer communications management, and collaboration.

The EMC Enterprise Content Division markets and sells its products through a direct sales force and indirect channels such as independent distributors and value-added resellers.

Strategic Rationale for the Acquisition

We anticipate the Acquisition will provide several significant strategic benefits to OpenText, including the following:

Expand OpenText s EIM products and services portfolio. The Acquisition is expected to deepen OpenText s EIM offering with a set of proven products that enable customers to manage content across the enterprise with security and increased information governance and compliance.

Onboard deep industry solutions, intellectual property and expertise. The Acquisition will bring new capabilities focused on the ECM and Information Management Lifecycle markets, a strong intellectual property portfolio and approximately 2,000 employees with deep market and industry experience.

Access a new installed base of marquee customers in key verticals. The Acquisition adds solutions and capacity to the OpenText portfolio for the healthcare, life sciences and public sector verticals, while strengthening OpenText s presence in financial services, utilities and industrial goods. The EMC Enterprise Content Division s products are deployed to the ten largest global pharmaceutical companies, nine of the ten largest global banks, nine of the ten largest global insurance companies, seven of the ten largest global oil and gas companies and eight of the ten largest U.S. utility companies. The EMC Enterprise Content Division s products are deployed to more than 5,600 customers globally.

Provide mutual cross-sell opportunities for both OpenText EIM and EMC Enterprise Content Division customers. We believe the Acquisition has the potential to enable OpenText to cross-sell its EIM portfolio to the EMC Enterprise Content Division s customers as well as offer the EMC Enterprise Content Division customers OpenText cloud services, managed service arrangements and SaaS offerings.

Consistent with our M&A growth strategy. We have a stated goal of driving growth with selective acquisitions. Over the past several years, we have acquired companies that augment our existing solutions and expand our reach into new adjacent areas and geographies. We believe the Acquisition underscores what we view as a core competitive advantage in sourcing, acquiring and integrating highly complementary companies.

Preliminary Anticipated Financial Impact of the Acquisition

We believe that the Acquisition will contribute strong recurring revenues, net income and operating cash flow to OpenText. We expect to be able to align the EMC Enterprise Content Division with OpenText s target adjusted operating margin profile within 12 months of the completion of the Acquisition, driven in large part by anticipated cost savings realized from the following areas:

- The elimination of duplicate corporate level costs;
- Lower marketing and branding costs;
- Efficiencies from increased scale of operations;
- The migration of customer support, services, research and development and general and administrative labor to lower cost jurisdictions; and
- Sales channel efficiencies.

We expect to incur non-recurring, one-time transition costs of approximately $15 million related to anticipated IT integration, employee on-boarding and contract negotiation, in the first year post closing. In addition, OpenText may incur other non-recurring, one-time transaction charges related to severance expenses and restructuring associated with the Acquisition. These charges are similarly expected to be realized in the first year after closing.

OpenText anticipates that the Acquisition will be accretive to the Company s EPS and non-GAAP-based EPS, beginning in the quarter the Acquisition closes.

We caution you that we may not realize the anticipated benefits of the Acquisition. See Risk Factors Risks Related to the Acquisition and Note Regarding Forward-Looking Statements. Additionally, the EMC Enterprise Content Division is subject to risks similar to those applicable to OpenText s existing business, and we will continue to be subject to those risks following the Acquisition. Such risks may be exacerbated should the Acquisition close and the EMC Enterprise Content Division products are added to our existing EIM portfolio. See Risk Factors in Item 1A of the 2016 Annual Report and in Item 1A of the 2017 Q1 Quarterly Report, which are incorporated herein by reference.

Financing Transactions

We intend to finance a portion of the $1.62 billion purchase price for the Acquisition with the net proceeds from this offering (the Equity Offering). We expect to fund the balance of the purchase price and pay related fees and expenses with the net proceeds from the Debt Financing and cash on hand. See Sources and Uses.

Prior to the completion of the Acquisition and subject to market and other conditions, we plan to raise approximately $500 million through (i) the issuance of new senior notes or the reopening of existing senior notes (the Notes Offering) and/or (ii) borrowing under our existing or new credit facilities (the Additional Debt Financing and, together with the Notes Offering, the Debt Financing). There can be no assurance that we will commence or complete the Notes Offering and this offering is not contingent upon the completion of the Notes Offering or any other Debt Financing. This prospectus supplement is not an offer to sell or a solicitation of an offer to buy any senior notes. If commenced, the Notes Offering will not be registered with the SEC or the applicable Canadian securities regulatory authorities, and will be effected privately by means of a confidential offering memorandum and not by means of this or any other prospectus supplement or prospectus.