

OPEN TEXT CORP
Form 8-K
September 21, 2017

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): September 21, 2017

Open Text Corporation
(Exact name of Registrant as specified in its charter)

Canada 0-27544 98-0154400
(State or Other Jurisdiction (Commission (IRS Employer
of Incorporation) File Number) 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):

- .. 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))

Indicate by check mark whether the registrant is an emerging growth company as defined in Rule 405 of the Securities Act of 1933 (§230.405 of this chapter) or Rule 12b-2 of the Securities Exchange Act of 1934 (§240.12b-2 of this chapter).

Emerging growth company ☐ c

If an emerging growth company, indicate by check mark if the registrant has elected not to use the extended transition period for complying with any new or revised financial accounting standards provided pursuant to Section 13(a) of the Exchange Act. ☐ c

Item 5.07 Submission of Matters to a Vote of Security Holders.

(a) At the Annual General Meeting of the shareholders of Open Text Corporation (the "Company") held on September 21, 2017 (the "Annual Meeting"), the proposals listed below were submitted to a vote of the shareholders.

(b) At the Annual Meeting, each proposal was approved by the shareholders pursuant to the voting results set forth below. Shareholders holding 215,819,358 of the Company's common shares ("Common Shares") representing 81.36% of the outstanding Common Shares were present in person or by proxy at the Annual Meeting.

Proposal 1 - Election of Directors

The following table sets forth information regarding the election of each of the following nominees as directors of the Company until the next annual meeting of shareholders of the Company or until the successor of such director is duly elected or appointed:

| | Outcome of Vote | Votes For | Votes Withheld | Broker Non-Votes |
|-------------------------------|-------------------|---------------------|--------------------|------------------|
| (a) P. Thomas Jenkins; | Carried by ballot | 204,679,276 97.50 % | 5,243,017 2.50 % | 5,897,065 |
| (b) Mark Barrenechea; | Carried by ballot | 208,439,686 99.29 % | 1,482,607 0.71 % | 5,897,065 |
| (c) Randy Fowlie; | Carried by ballot | 204,560,383 97.45 % | 5,361,910 2.55 % | 5,897,065 |
| (d) Gail E. Hamilton; | Carried by ballot | 209,509,589 99.80 % | 412,704 0.20 % | 5,897,065 |
| (e) Brian J. Jackman; | Carried by ballot | 203,796,245 97.08 % | 6,126,048 2.92 % | 5,897,065 |
| (f) Stephen J. Sadler; | Carried by ballot | 205,344,464 97.82 % | 4,577,829 2.18 % | 5,897,065 |
| (g) Michael Slaunwhite; | Carried by ballot | 198,917,547 94.76 % | 11,004,746 5.24 % | 5,897,065 |
| (h) Katharine B. Stevenson; | Carried by ballot | 206,797,934 98.51 % | 3,124,359 1.49 % | 5,897,065 |
| (i) Carl Jürgen Tinggren; and | Carried by ballot | 209,815,191 99.95 % | 107,102 0.05 % | 5,897,065 |
| (j) Deborah Weinstein. | Carried by ballot | 182,278,745 86.83 % | 27,643,548 13.17 % | 5,897,065 |

Proposal 2 - Re-Appointment of Independent Auditors

The shareholders approved the re-appointment of KPMG LLP, Chartered Professional Accountants, as the independent auditors of the Company to hold office until the next annual meeting of shareholders or until a successor is appointed, as set forth below:

Votes For Votes Withheld
212,623,805 (98.52%) 3,193,187 (1.48%)

There were no broker non-votes.

Proposal 3 - Shareholder Advisory Vote on Executive Compensation (Say-on-Pay Vote)

The shareholders approved, on an advisory basis, the adoption of a special resolution accepting the Company's approach to executive compensation, as set forth below:

Votes For Votes Against
197,531,215 (94.10%) 12,391,079 (5.90%)

There were 5,897,064 broker non-votes.

Item 8.01 Other Events of Importance to Security Holders.

On September 21, 2017, the Company issued a press release announcing the voting results for its election of directors at its Annual Meeting held earlier that day in Waterloo, Ontario. A copy of the press release is attached as Exhibit 99.1 to this Current Report on Form 8-K.

On September 21, 2017, the Board of Directors of the Company re-appointed P. Thomas Jenkins as Chair of the Board of Directors and appointed Mark Barrenechea as Vice-Chair of the Board of Directors.

Item 9.01 Financial Statements and Exhibits
(d) Exhibits

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

| | |
|------|---|
| 99.1 | Press Release issued by Open Text Corporation on September 21, 2017 |
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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

September 21, 2017 By: /s/ Gordon A. Davies
Gordon A. Davies
EVP, Chief Legal Officer and Corporate Development

Exhibit Index

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

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|------|--|
| 99.1 | <u>Press Release issued by Open Text Corporation on September 21, 2017</u> |
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