

OPEN TEXT CORP  
Form 8-K  
February 08, 2012

**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): February 3, 2012**

**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.)

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**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))

**Item 5.02 (e) Departure of Directors or Certain Officers; Election of Directors; Appointment of Certain Officers; Compensatory Arrangements of Certain Officers.**

On February 3, 2012, Open Text Corporation ( the Company ) granted Mr. Mark Barrenechea, the Company s President and Chief Executive Officer, 33,333 restricted stock units (RSUs), in accordance with Mr. Barrenechea s employment agreement. For details relating to this employment agreement, please see exhibit 99.2 to the Company s Current Report on Form 8-K filed on December 16, 2011. The RSUs will vest in 3 equal amounts of 11,111 RSUs over three years.

For full details of the RSU grant agreement, please see the attached exhibit under Item 9.01 to this Form 8-K.

**Item 9.01 Financial Statements and Exhibits.**

**(d) Exhibits.**

**Exhibit**

<b>No.</b>	<b>Description</b>
99.1	Open Text Corporation Restricted Share Unit Grant Agreement between the Company and Mr. Mark Barrenechea dated February 3, 2012.

**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.

February 8, 2012

OPEN TEXT CORPORATION

By: /s/ Gordon A. Davies  
Gordon A. Davies  
Chief Legal Officer and Corporate Secretary

**Exhibit Index**

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