

OPEN TEXT CORP
Form 8-K/A
December 29, 2003

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, DC 20549

FORM 8-K/A

AMENDMENT NO. 1 TO FORM 8-K FILED ON OCTOBER 17, 2003

CURRENT REPORT

PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

Date of Report (Date of earliest event reported): October 16, 2003

Open Text Corporation

(Exact name of Registrant as specified in its charter)

Ontario
(State or Other Jurisdiction of Incorporation)

0-27544
(Commission File Number)

98-0154400
(IRS Employer Identification No.)

185 Columbia Street West, Waterloo, Ontario,

Canada N2L5Z5

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(Address of principal executive offices)

(519) 888-7111

Registrant's telephone number, including area code

This Current Report on Form 8-K/A is filed by Open Text Corporation, an Ontario corporation (Open Text or the Company), as an amendment to that certain Current Report on Form 8-K filed with the Securities and Exchange Commission on October 17, 2003 to include the information required by Item 7.

Item 7: Financial Statements, Pro Forma Financial Information and Exhibits

The following financial statements and exhibits are filed as part of this report, where indicated:

(a) Financial statements of the business acquired

The following audited financial statements of Gauss AG (Gauss) are included as Exhibit 99.1 to this Current Report on Form 8-K/A:

Report of the Independent Auditors

Consolidated Balance Sheets as of September 30, 2003 and December 31, 2002

Consolidated Statements of Operations for the nine-months ended September 30, 2003 and the year ended December 31, 2002

Consolidated Statements of Shareholders' Equity (Net Capital Deficiency) for the nine-months ended September 30, 2003 and the year ended December 31, 2002

Consolidated Statements of Cash Flows for the nine-months ended September 30, 2003 and the year ended December 31, 2002

Notes to the Consolidated Financial Statements

(b) Pro forma financial information

The following unaudited pro forma financial information of Open Text, Gauss, Eloquent Inc. (Eloquent), Corechange Inc. (Corechange), and Centrinity Inc. (Centrinity) is included as Exhibit 99.2 to this Current Report on Form 8-K/A:

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Unaudited Pro Forma Condensed Consolidated Balance Sheet as of September 30, 2003

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the twelve-month period ended June 30, 2003

Unaudited Pro Forma Condensed Consolidated Statement of Operations for the three-month period ended September 30, 2003

Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements

(c) Exhibits

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

The Exhibits that are filed with this Current Report on Form 8-K/A are set forth in the Exhibit Index to this Current Report on Form 8-K/A.

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

December 29, 2003

By:

/s/ P. Thomas Jenkins

P. Thomas Jenkins
Chief Executive Officer

EXHIBIT INDEX

| <u>Exhibit No.</u> | <u>Description</u> |
|--------------------|--|
| 23.1 | Consent of Independent Auditors |
| 99.1 | The following audited financial statements of Gauss: Report of the Independent Auditors Consolidated Balance Sheets as of September 30, 2003 and December 31, 2002 Consolidated Statements of Operations for the nine-months ended September 30, 2003 and the year ended December 31, 2002 Consolidated Statements of Shareholders' Equity (Net Capital Deficiency) for the nine-months ended September 30, 2003 and the year ended December 31, 2002 Consolidated Statements of Cash Flows for the nine-months ended September 30, 2003 and the year ended December 31, 2002 Notes to the Consolidated Financial Statements |
| 99.2 | The following unaudited pro forma financial information as at September 30, 2003, for the year ended June 30, 2003 and for the three months ended September 30, 2003. Unaudited Pro Forma Condensed Consolidated Balance Sheet as of September 30, 2003 Unaudited Pro Forma Condensed Consolidated Statement of Operations for the twelve-month period ended June 30, 2003 Unaudited Pro Forma Condensed Consolidated Statement of Operations for the three-month period ended September 30, 2003 Notes to the Unaudited Pro Forma Condensed Consolidated Financial Statements |