

OPEN TEXT CORP
Form 10-Q
February 09, 2016
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549

FORM 10-Q

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

For the quarterly period ended December 31, 2015.

OR

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

For the transition period from _____ to _____
Commission file number: 0-27544

OPEN TEXT CORPORATION
(Exact name of Registrant as specified in its charter)

CANADA
(State or other jurisdiction of
incorporation or organization)

98-0154400
(IRS Employer
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)

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

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 definitions of "large accelerated filer," "accelerated filer" and "smaller reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer Accelerated filer Non-accelerated filer (Do not check if smaller reporting company) Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes No

At February 8, 2016, there were 121,128,745 outstanding Common Shares of the registrant.

OPEN TEXT CORPORATION
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OPEN TEXT CORPORATION
CONDENSED CONSOLIDATED BALANCE SHEETS

(In thousands of U.S. dollars, except share data)

	December 31, 2015 (unaudited)	June 30, 2015
ASSETS		
Cash and cash equivalents	\$725,963	\$699,999
Short-term investments	16,271	11,166
Accounts receivable trade, net of allowance for doubtful accounts of \$7,467 as of December 31, 2015 and \$5,987 as of June 30, 2015 (note 3)	278,635	284,131
Income taxes recoverable (note 14)	15,380	21,151
Prepaid expenses and other current assets	53,020	53,191
Deferred tax assets (note 14)	33,394	30,711
Total current assets	1,122,663	1,100,349
Property and equipment (note 4)	161,675	160,419
Goodwill (note 5)	2,169,637	2,161,592
Acquired intangible assets (note 6)	604,167	679,479
Deferred tax assets (note 14)	149,561	155,411
Other assets (note 7)	74,178	85,576
Deferred charges (note 8)	30,374	37,265
Long-term income taxes recoverable (note 14)	8,518	8,404
Total assets	\$4,320,773	\$4,388,495
LIABILITIES AND SHAREHOLDERS' EQUITY		
Current liabilities:		
Accounts payable and accrued liabilities (note 9)	\$227,148	\$241,370
Current portion of long-term debt (note 10)	8,000	8,000
Deferred revenues	306,159	358,066
Income taxes payable (note 14)	17,800	17,001
Deferred tax liabilities (note 14)	734	997
Total current liabilities	559,841	625,434
Long-term liabilities:		
Accrued liabilities (note 9)	31,514	34,682
Deferred credits (note 8)	10,650	12,943
Pension liability (note 11)	54,842	56,737
Long-term debt (note 10)	1,576,000	1,580,000
Deferred revenues	33,115	28,223
Long-term income taxes payable (note 14)	141,205	151,484
Deferred tax liabilities (note 14)	59,753	69,185
Total long-term liabilities	1,907,079	1,933,254
Shareholders' equity:		
Share capital (note 12)		
121,094,990 and 122,293,986 Common Shares issued and outstanding at December 31, 2015 and June 30, 2015, respectively; Authorized Common Shares: unlimited	806,143	808,010
Additional paid-in capital	134,470	126,417
Accumulated other comprehensive income	49,376	51,828
Retained earnings	888,775	863,015
Treasury stock, at cost (643,647 shares at December 31, 2015 and 625,725 at June 30, 2015, respectively)	(25,515) (19,986

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Total OpenText shareholders' equity	1,853,249	1,829,284
Non-controlling interests	604	523
Total shareholders' equity	1,853,853	1,829,807
Total liabilities and shareholders' equity	\$4,320,773	\$4,388,495

Guarantees and contingencies (note 13)

Related party transactions (note 21)

Subsequent event (note 22)

See accompanying Notes to Condensed Consolidated Financial Statements

OPEN TEXT CORPORATION
CONDENSED CONSOLIDATED STATEMENTS OF INCOME
(In thousands of U.S. dollars, except share and per share data)
(unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2015	2014	2015	2014
Revenues:				
License	\$81,856	\$75,381	\$133,187	\$133,576
Cloud services and subscriptions	149,099	154,776	296,889	308,829
Customer support	184,137	179,466	369,804	363,372
Professional service and other	50,255	58,222	100,002	115,855
Total revenues	465,347	467,845	899,882	921,632
Cost of revenues:				
License	2,029	3,411	4,710	6,408
Cloud services and subscriptions	58,918	58,533	117,834	118,110
Customer support	21,689	23,831	42,197	46,794
Professional service and other	38,375	44,406	76,439	87,603
Amortization of acquired technology-based intangible assets (note 6)	18,731	18,206	38,614	36,412
Total cost of revenues	139,742	148,387	279,794	295,327
Gross profit	325,605	319,458	620,088	626,305
Operating expenses:				
Research and development	45,710	46,170	92,150	90,912
Sales and marketing	85,875	90,980	163,820	172,021
General and administrative	33,767	39,667	69,336	75,410
Depreciation	13,330	12,465	26,244	24,707
Amortization of acquired customer-based intangible assets (note 6)	27,793	25,364	55,598	51,248
Special charges (recoveries) (note 17)	9,088	(5,759)	26,425	(1,590)
Total operating expenses	215,563	208,887	433,573	412,708
Income from operations	110,042	110,571	186,515	213,597
Other income (expense), net	961	(9,314)	(3,952)	(19,187)
Interest and other related expense, net	(19,187)	(8,455)	(38,233)	(19,554)
Income before income taxes	91,816	92,802	144,330	174,856
Provision for income taxes (note 14)	4,074	18,308	15,276	35,710
Net income for the period	\$87,742	\$74,494	\$129,054	\$139,146
Net income attributable to non-controlling interests	(56)	(207)	(82)	(233)
Net income attributable to OpenText	\$87,686	\$74,287	\$128,972	\$138,913
Earnings per share—basic attributable to OpenText (note 20)	\$0.72	\$0.61	\$1.06	\$1.14
Earnings per share—diluted attributable to OpenText (note 20)	\$0.72	\$0.60	\$1.06	\$1.13
Weighted average number of Common Shares outstanding—basic	121,246	122,051	121,699	121,984
Weighted average number of Common Shares outstanding—diluted	121,792	122,985	122,216	122,934
Dividends declared per Common Share	\$0.2000	\$0.1725	\$0.4000	\$0.3450

See accompanying Notes to Condensed Consolidated Financial Statements

OPEN TEXT CORPORATION
 CONDENSED CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME
 (In thousands of U.S. dollars)
 (unaudited)

	Three Months Ended December 31,		Six Months Ended December 31,	
	2015	2014	2015	2014
Net income for the period	\$87,742	\$74,494	\$129,054	\$139,146
Other comprehensive income—net of tax:				
Net foreign currency translation adjustments	(2,751	) 5,241	(1,028	) 8,346
Unrealized gain (loss) on cash flow hedges:				
Unrealized loss	(1,429	) (1,316	) (4,819	) (4,216
Loss reclassified into net income	814	944	1,326	997
Actuarial gain (loss) relating to defined benefit pension plans:				
Actuarial gain (loss)	648	(3,937	) 1,761	(7,055
Amortization of actuarial loss into net income	90	84	173	205
Unrealized net gain on short-term investments	120	—	135	—
Unrealized gain on marketable securities (Actuate)	—	2,400	—	1,906
Total other comprehensive income (loss), net, for the period	(2,508	) 3,416	(2,452	) 183
Total comprehensive income	85,234	77,910	126,602	139,329
Comprehensive income attributable to non-controlling interests	(56	) (207	) (82	) (233
Total comprehensive income attributable to OpenText	\$85,178	\$77,703	\$126,520	\$139,096

See accompanying Notes to Condensed Consolidated Financial Statements

OPEN TEXT CORPORATION
 CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS
 (In thousands of U.S. dollars)
 (unaudited)

	Six Months Ended December 31,	
	2015	2014
Cash flows from operating activities:		
Net income for the period	\$ 129,054	\$ 139,146
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization of intangible assets	120,456	112,367
Share-based compensation expense	13,114	9,378
Excess tax benefits on share-based compensation expense	(40	) (1,627
Pension expense	2,325	2,422
Amortization of debt issuance costs	2,312	2,275
Amortization of deferred charges and credits	4,598	5,263
Loss on sale and write down of property and equipment	890	—
Deferred taxes	(7,869	) 1,219
Changes in operating assets and liabilities:		
Accounts receivable	10,880	40,249
Prepaid expenses and other current assets	613	(697
Income taxes	294	11,599
Accounts payable and accrued liabilities	(14,819	) (37,326
Deferred revenue	(48,673	) (32,745
Other assets	3,523	(3,420
Net cash provided by operating activities	216,658	248,103
Cash flows from investing activities:		
Additions of property and equipment	(29,899	) (48,261
Proceeds from maturity of short-term investments	5,324	—
Purchase of Daegis Inc., net of cash acquired	(22,146) —
Purchase of Actuate Corporation, net of cash acquired	(7,744) —
Purchase of Informative Graphics Corporation, net of cash acquired	(88) —
Purchase of ICCM Professional Services Limited, net of cash acquired	(2,027) —
Purchase of a division of Spicer Corporation	—	(222
Purchase consideration for prior period acquisitions	—	(443
Other investing activities	(3,680	) (8,433
Net cash used in investing activities	(60,260	) (57,359
Cash flows from financing activities:		
Excess tax benefits on share-based compensation expense	40	1,627
Proceeds from issuance of Common Shares	7,988	9,138
Purchase of Treasury Stock	(10,627) —
Common Shares repurchased	(65,509) —
Repayment of long-term debt	(4,000	) (26,830
Debt issuance costs	—	(1,403
Payments of dividends to shareholders	(47,528	) (42,099
Net cash used in financing activities	(119,636	) (59,567
Foreign exchange loss on cash held in foreign currencies	(10,798	) (16,257
Increase in cash and cash equivalents during the period	25,964	114,920
Cash and cash equivalents at beginning of the period	699,999	427,890
Cash and cash equivalents at end of the period	\$ 725,963	\$ 542,810

Supplementary cash flow disclosures (note 19)

See accompanying Notes to Condensed Consolidated Financial Statements

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OPEN TEXT CORPORATION

UNAUDITED NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS

For the Three and Six Months Ended December 31, 2015

(Tabular amounts in thousands, except share and per share data)

NOTE 1—BASIS OF PRESENTATION

The accompanying Condensed Consolidated Financial Statements include the accounts of Open Text Corporation and our subsidiaries, collectively referred to as "OpenText" or the "Company". We wholly own all of our subsidiaries with the exception of Open Text South Africa Proprietary Ltd. (OT South Africa), GXS, Inc. (GXS Korea) and EC1 Pte. Ltd. (GXS Singapore), which as of December 31, 2015, were 90%, 85% and 81% owned, respectively, by OpenText. Throughout this Quarterly Report on Form 10-Q: (i) the term "Fiscal 2016" means our fiscal year beginning on July 1, 2015 and ending June 30, 2016; (ii) the term "Fiscal 2015" means our fiscal year beginning on July 1, 2014 and ended June 30, 2015; (iii) the term "Fiscal 2014" means our fiscal year beginning on July 1, 2013 and ended June 30, 2014; and (iv) the term "Fiscal 2013" means our fiscal year beginning on July 1, 2012 and ending June 30, 2013.

These Condensed Consolidated Financial Statements are expressed in U.S. dollars and are prepared in accordance with United States generally accepted accounting principles (U.S. GAAP). The information furnished reflects all adjustments necessary for a fair presentation of the results for the periods presented.

Use of estimates

The preparation of financial statements in conformity with U.S. GAAP requires us to make estimates, judgments and assumptions that affect the amounts reported in the Condensed Consolidated Financial Statements. These estimates, judgments and assumptions are evaluated on an ongoing basis. We base our estimates on historical experience and on various other assumptions that we believe are reasonable at that time, the results of which form the basis for making judgments about the carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from those estimates. In particular, significant estimates, judgments and assumptions include those related to: (i) revenue recognition, (ii) allowance for doubtful accounts, (iii) testing of goodwill for impairment, (iv) the valuation of acquired intangible assets, (v) the valuation of long-lived assets, (vi) the recognition of contingencies, (vii) restructuring accruals, (viii) acquisition accruals and pre-acquisition contingencies, (ix) asset retirement obligations, (x) the realization of investment tax credits, (xi) the valuation of stock options granted and obligations related to share-based payments, including the valuation of our long-term incentive plan, (xii) the valuation of financial instruments, (xiii) the valuation of pension assets and obligations, and (xiv) accounting for income taxes.

Reclassifications

Certain prior period balances have been reclassified to conform to the current period presentation including the reclassification related to a change in the method of allocating operating expenses within the Company. As a result of such reclassifications, the following expenses have been reclassified for the three and six months ended December 31, 2014 as follows:

	Three Months Ended December 31, 2014	Six Months Ended December 31, 2014	
Reclassifications within cost of revenue			
Decrease to cost of revenue - Cloud services and subscriptions	\$(376	) \$(704)
Decrease to cost of revenue - Customer support	(117	) (366)
Decrease to cost of revenue - Professional services and other	(295	) (647)
Reclassifications within operating expenses			
Decrease to operating expense - General and administrative	(182	) (195)
Increase to operating expense - Sales and marketing	970	1,912	

Starting in the fourth quarter of Fiscal 2015, we combined revenues from cloud services and revenues from subscriptions into one line item named "Cloud services and subscriptions" revenue. In addition, we reclassified certain license revenue, customer support revenue and professional services revenue to "Cloud services and subscriptions" revenue to better align the nature of revenues that are now depicted under "Cloud services and subscriptions" revenue.

As a result, revenue and cost of

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revenues previously reflected in "License", "Customer support" and "Professional services and other" were reclassified to "Cloud services and subscriptions". These revenues and expenses have been reclassified in the Condensed Consolidated Statements of Income for the three and six months ended December 31, 2014 to conform with the current period presentation as follows:

	Three Months Ended December 31, 2014	Six Months Ended December 31, 2014	
Reclassifications within revenue			
Decrease to License	\$(443	) \$(863)
Decrease to Professional services and other	(3,064	) (6,691)
Increase to Cloud services and subscriptions	3,507	7,554	
Reclassifications within cost of revenue			
Decrease to cost of revenue - License	\$(1	) \$(92)
Increase to cost of revenue - Customer support	6	—	
Decrease to cost of revenue - Professional services and other	(1,940	) (3,752)
Increase to cost of revenue - Cloud services and subscriptions	1,935	3,844	

There was no change to income from operations, net income or net income per share in any of the periods presented as a result of these reclassifications.

NOTE 2—RECENT ACCOUNTING PRONOUNCEMENTS

Financial Instruments

In January 2016, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) 2016-01 "Financial Instruments - Overall (Topic 825): Recognition and Measurement of Financial Assets and Financial Liabilities" (ASU 2016-01). This update requires that all equity investments be measured at fair value with changes in the fair value recognized through net income (other than those accounted for under the equity method of accounting or those that result in consolidation of the investee). This update also requires an entity to present separately in other comprehensive income the portion of the total change in the fair value of a liability resulting from a change in the instrument-specific credit risk when the entity has elected to measure the liability at fair value in accordance with the fair value option for financial instruments. Additionally, this update eliminates the requirement to disclose the fair value of financial instruments measured at amortized cost for entities that are not public business entities and eliminates the requirement to disclose the method(s) and significant assumptions used to estimate the fair value that is required to be disclosed for financial instruments measured at amortized cost on the balance sheet for public entities. ASU 2016-01 is effective for our fiscal year ending June 30, 2019. We are currently evaluating the impact of the pending adoption of ASU 2016-01 on our Condensed Consolidated Financial Statements.

Income Taxes - Balance Sheet Classification of Deferred Taxes

In November 2015, the FASB issued ASU 2015-17 "Income Taxes (Topic 740): Balance Sheet Classification of Deferred Taxes" (ASU 2015-17). This update eliminates the current requirement to present deferred tax liabilities and assets as current and noncurrent in a classified balance sheet. Instead, under ASU 2015-17, entities will be required to classify all deferred tax assets and liabilities as noncurrent. ASU 2015-17 is effective for our fiscal year ending June 30, 2018. We are still evaluating whether to early adopt this guidance. We expect adoption will cause significant balance sheet reclassifications.

Business Combinations - Simplifying the Accounting for Measurement-Period Adjustments

In September 2015, the FASB issued ASU 2015-16 "Simplifying the Accounting for Measurement-Period Adjustments" (ASU 2015-16). This update amended Accounting Standards Codification (ASC) Topic 805 "Business Combinations" to simplify the presentation of adjustments to the initial purchase price allocation identified during the measurement period of a business combination. ASU 2015-16 requires that the acquirer record, in the reporting period in which the adjustment amounts are determined, the effect on earnings of changes in depreciation, amortization or their income effects, if any, as a result of the change to the provisional amounts, calculated as if the accounting had been completed at the acquisition date. An entity must present separately on the face of the income statement, or disclose in the notes, the portion of the amount recorded in current-period earnings by line item that would have been recorded in previous reporting periods if the adjustment to the provisional amounts had been recognized as of the acquisition date. ASU

2015-16 eliminates the requirement to retrospectively account for adjustments made to provisional amounts recognized in a business combination. ASU 2015-16 is

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effective for our fiscal year ending June 30, 2017. The adoption of ASU 2015-16 is not expected to have a material impact on our Condensed Consolidated Financial Statements.

Presentation of Debt Issuance Costs

In April 2015, the FASB issued ASU No. 2015-03 "Simplifying the Presentation of Debt Issuance Costs" (ASU 2015-03). This update amended the ASC Subtopic 835-30, "Interest - Imputation of Interest" to simplify the presentation of debt issuance costs by requiring that debt issuance costs related to a recognized debt liability be presented in the balance sheet as a direct deduction from the carrying amount of that debt liability, consistent with debt discounts. The recognition and measurement guidance for debt issuance costs are not affected by the amendments in this update. ASU 2015-03 is effective for our fiscal year ending June 30, 2017, with early adoption permitted. The adoption of ASU 2015-03 is not expected to have a material impact on our Condensed Consolidated Financial Statements.

Revenue Recognition

In May 2014, the FASB issued ASU No. 2014-09, "Revenue from Contracts with Customers: Topic 606" (ASU 2014-09). This update supersedes the revenue recognition requirements in ASC Topic 605, "Revenue Recognition" and nearly all other existing revenue recognition guidance under U.S. GAAP. The core principal of ASU 2014-09 is to recognize revenues when promised goods or services are transferred to customers in an amount that reflects the consideration that is expected to be received for those goods or services. ASU 2014-09 identifies five steps to be followed to achieve this core principal, which includes (i) identifying contract(s) with customers, (ii) identifying performance obligations in the contract(s), (iii) determining the transaction price, (iv) allocating the transaction price to the performance obligations in the contract(s) and (v) recognizing revenue when (or as) the entity satisfies a performance obligation. In August 2015 the FASB voted to defer the effective date of ASU 2014-09 for one year. The new guidance will now be effective for us in the first quarter of our fiscal year ending June 30, 2019. Early adoption, prior to the original effective date, is not permitted. When applying ASU 2014-09 we can either apply the amendments: (i) retrospectively to each prior reporting period presented with the option to elect certain practical expedients as defined within ASU 2014-09 or (ii) retrospectively with the cumulative effect of initially applying ASU 2014-09 recognized at the date of initial application and providing certain additional disclosures as defined within ASU 2014-09. We are currently evaluating the effect that the pending adoption of ASU 2014-09 will have on our Condensed Consolidated Financial Statements and related disclosures. Although it is expected to have a significant impact on our revenue recognition policies and disclosures, we have not yet selected a transition method nor have we determined when we will adopt the standard and the effect of the standard on our ongoing financial reporting.

NOTE 3—ALLOWANCE FOR DOUBTFUL ACCOUNTS

Balance as of June 30, 2015	\$5,987	
Bad debt expense	3,009	
Write-off /adjustments	(1,529)
Balance as of December 31, 2015	\$7,467	

Included in accounts receivable are unbilled receivables in the amount of \$24.8 million as of December 31, 2015 (June 30, 2015—\$26.7 million).

NOTE 4—PROPERTY AND EQUIPMENT

	As of December 31, 2015		
	Cost	Accumulated Depreciation	Net
Furniture and fixtures	\$18,811	\$(11,986	) \$6,825
Office equipment	839	(190	) 649
Computer hardware	115,300	(80,832	) 34,468
Computer software	40,331	(21,124	) 19,207
Capitalized software development costs	46,549	(11,582	) 34,967
Leasehold improvements	57,980	(32,386	) 25,594
Land and buildings	47,845	(7,880	) 39,965
Total	\$327,655	\$(165,980	) \$161,675

As of June 30, 2015

	Cost	Accumulated Depreciation	Net
Furniture and fixtures	\$17,571	\$(11,334)	) \$6,237
Office equipment	1,532	(879)	) 653
Computer hardware	110,076	(72,479)	) 37,597
Computer software	37,981	(17,525)	) 20,456
Capitalized software development costs	38,576	(7,353)	) 31,223
Leasehold improvements	53,391	(29,458)	) 23,933
Land and buildings	47,525	(7,205)	) 40,320
Total	\$306,652	\$(146,233)	) \$160,419

NOTE 5—GOODWILL

Goodwill is recorded when the consideration paid for an acquisition of a business exceeds the fair value of identifiable net tangible and intangible assets. The following table summarizes the changes in goodwill since June 30, 2015:

Balance as of June 30, 2015	\$2,161,592
Acquisition of Daegis Inc. (note 18)	8,045
Balance as of December 31, 2015	\$2,169,637

NOTE 6—ACQUIRED INTANGIBLE ASSETS

As of December 31, 2015

	Cost	Accumulated Amortization	Net
Technology Assets	\$364,983	\$(178,235)	) \$186,748
Customer Assets	710,725	(293,306)	) 417,419
Total	\$1,075,708	\$(471,541)	) \$604,167

As of June 30, 2015

	Cost	Accumulated Amortization	Net
Technology Assets	\$428,724	\$(210,862)	) \$217,862
Customer Assets	716,525	(254,908)	) 461,617
Total	\$1,145,249	\$(465,770)	) \$679,479

The above balances as of December 31, 2015 have been reduced to reflect the impact of intangible assets relating to acquisitions where the gross cost has become fully amortized during the six months ended December 31, 2015. The impact of this resulted in a reduction of \$71.2 million related to Technology Assets and \$17.2 million related to Customer Assets.

The weighted average amortization periods for acquired technology and customer intangible assets are approximately five years and six years, respectively.

The following table shows the estimated future amortization expense for the fiscal years indicated below. This calculation assumes no future adjustments to acquired intangible assets:

	Fiscal years ending June 30,
2016 (six months ending June 30)	\$89,266
2017	167,614
2018	154,917
2019	127,513
2020	58,210
2021 and beyond	6,647
Total	\$604,167

NOTE 7—OTHER ASSETS

	As of December 31, 2015	As of June 30, 2015
Debt issuance costs	\$28,318	\$30,630
Deposits and restricted cash	11,844	12,137
Deferred implementation costs	14,899	13,736
Cost basis investments	13,500	11,386
Marketable securities	—	9,108
Long-term prepaid expenses and other long-term assets	5,617	8,579
Total	\$74,178	\$85,576

Debt issuance costs relate primarily to costs incurred for the purpose of obtaining our credit facilities and Senior Notes (as defined in note 10 below), and are being amortized over the respective terms of the Term Loan B, the Revolver, and Senior Notes (see note 10).

Deposits and restricted cash relate to security deposits provided to landlords in accordance with facility lease agreements and cash restricted per the terms of contractual-based agreements.

Deferred implementation costs relate to deferred direct and relevant costs on implementation of long-term contracts, to the extent such costs can be recovered through guaranteed contract revenues.

Cost basis investments relate to investments for which the Company holds less than a 20% interest, is a limited partner and does not exert significant influence over operational or investment decisions.

Marketable securities are classified as available for sale securities and are recorded on our Condensed Consolidated Balance Sheets at fair value with unrealized gains or losses reported as a separate component of Accumulated Other Comprehensive Income. As of December 31, 2015, all of our marketable securities are recorded as short-term investments.

Long-term prepaid expenses and other long-term assets primarily relate to advance payments on long-term licenses that are being amortized over the applicable terms of the licenses.

NOTE 8—DEFERRED CHARGES AND CREDITS

Deferred charges and credits relate to cash taxes payable and the elimination of deferred tax balances relating to legal entity consolidations completed as part of internal reorganizations of our international subsidiaries. Deferred charges and credits are amortized to income tax expense over a period of 6 to 15 years.

NOTE 9—ACCOUNTS PAYABLE AND ACCRUED LIABILITIES

Current liabilities

Accounts payable and accrued liabilities are comprised of the following:

	As of December 31, 2015	As of June 30, 2015
Accounts payable—trade	\$33,243	\$15,558
Accrued salaries and commissions	57,955	83,888
Accrued liabilities	100,368	107,870
Accrued interest on Senior Notes	20,625	20,625
Amounts payable in respect of restructuring and other Special charges (note 17)	12,257	12,065
Asset retirement obligations	2,700	1,364
Total	\$227,148	\$241,370

The increase in Accounts payable - trade was primarily due to a slowdown in activity over the holiday season, together with the results of an active working capital management program.

Long-term accrued liabilities

	As of December 31, 2015	As of June 30, 2015
Amounts payable in respect of restructuring and other Special charges (note 17)	\$4,528	\$2,034
Other accrued liabilities*	20,422	24,826
Asset retirement obligations	6,564	7,822
Total	\$31,514	\$34,682

* Other accrued liabilities consist primarily of tenant allowances, deferred rent and lease fair value adjustments relating to certain facilities acquired through business acquisitions.

Asset retirement obligations

We are required to return certain of our leased facilities to their original state at the conclusion of our lease. We have accounted for such obligations in accordance with ASC Topic 410 “Asset Retirement and Environmental Obligations” (Topic 410). As of December 31, 2015, the present value of this obligation was \$9.3 million (June 30, 2015—\$9.2 million), with an undiscounted value of \$10.0 million (June 30, 2015—\$9.8 million).

NOTE 10—LONG-TERM DEBT

Long-term debt

Long-term debt is comprised of the following:

	As of December 31, 2015	As of June 30, 2015
Total debt		
Senior Notes	\$800,000	\$800,000
Term Loan B	784,000	788,000
	1,584,000	1,588,000
Less:		
Current portion of long-term debt		
Term Loan B	8,000	8,000
Non-current portion of long-term debt	\$1,576,000	\$1,580,000

Senior Unsecured Fixed Rate Notes

On January 15, 2015, we issued \$800 million in aggregate principal amount of 5.625% Senior Notes due 2023 (Senior Notes) in an unregistered offering to qualified institutional buyers pursuant to Rule 144A under the Securities Act of 1933, as amended (Securities Act), and to certain persons in offshore transactions pursuant to Regulation S under the Securities Act. Senior Notes bear interest at a rate of 5.625% per annum, payable semi-annually in arrears on January 15 and July 15, commencing on July 15, 2015. Senior Notes will mature on January 15, 2023, unless earlier redeemed, in accordance with their terms, or repurchased.

For the three and six months ended December 31, 2015, we recorded interest expense of \$11.2 million and \$22.5 million, respectively, relating to Senior Notes.

Term Loan B

In connection with the acquisition of GXS Group, Inc. (GXS), on January 16, 2014, we entered into a credit facility, which provides for a \$800 million term loan facility (Term Loan B).

Borrowings under Term Loan B are secured by a first charge over substantially all of our assets on a pari passu basis with the Revolver (defined below). We entered into Term Loan B and borrowed the full amount on January 16, 2014. Term Loan B has a seven year term and repayments made under Term Loan B are equal to 0.25% of the original principal amount in equal quarterly installments for the life of Term Loan B, with the remainder due at maturity. Borrowings under Term Loan B currently bear a floating rate of interest at a rate per annum equal to 2.5% plus the higher of LIBOR or 0.75%.

For the three and six months ended December 31, 2015, we recorded interest expense of \$6.6 million and \$13.1 million, respectively, relating to Term Loan B (three and six months ended December 31, 2014—\$6.6 million and \$13.2 million, respectively).

Revolver

We currently have a \$300 million committed revolving credit facility (the Revolver). Borrowings under the Revolver are secured by a first charge over substantially all of our assets, and on a pari passu basis with Term Loan B. The Revolver will mature on December 22, 2019 with no fixed repayment date prior to the end of the term. As of December 31, 2015, we have not drawn any amounts on the Revolver.

NOTE 11—PENSION PLANS AND OTHER POST RETIREMENT BENEFITS

The following table provides details of our defined benefit pension plans and long-term employee benefit obligations for Open Text Document Technologies GmbH (CDT), GXS GmbH (GXS GER) and GXS Philippines, Inc. (GXS PHP) as of December 31, 2015 and June 30, 2015:

	As of December 31, 2015		
	Total benefit obligation	Current portion of benefit obligation*	Non-current portion of benefit obligation
CDT defined benefit plan	\$26,184	\$563	\$ 25,621
GXS Germany defined benefit plan	21,211	757	20,454
GXS Philippines defined benefit plan	6,175	28	6,147
Other plans	2,796	176	2,620
Total	\$56,366	\$1,524	\$ 54,842
	As of June 30, 2015		
	Total benefit obligation	Current portion of benefit obligation*	Non-current portion of benefit obligation
CDT defined benefit plan	\$26,091	\$575	\$ 25,516
GXS Germany defined benefit plan	22,420	774	21,646
GXS Philippines defined benefit plan	7,025	26	6,999
Other plans	2,751	175	2,576
Total	\$58,287	\$1,550	\$ 56,737

* The current portion of the benefit obligation has been included within "Accounts payable and accrued liabilities" in the Condensed Consolidated Balance Sheets.

Defined Benefit Plans

CDT Plan

CDT sponsors an unfunded defined benefit pension plan covering substantially all CDT employees (CDT pension plan) which provides for old age, disability and survivors' benefits. Benefits under the CDT pension plan are generally based on age at retirement, years of service and the employee's annual earnings. The net periodic cost of this pension plan is determined using the projected unit credit method and several actuarial assumptions, the most significant of which are the discount rate and estimated service costs. No contributions have been made since the inception of the plan. Actuarial gains or losses in excess of 10% of the projected benefit obligation are being amortized and recognized as a component of net periodic benefit costs over the average remaining service period of the plan's active employees. As of December 31, 2015, there is approximately \$0.2 million in accumulated other comprehensive income related to the CDT pension plan that is expected to be recognized as a component of net periodic benefit costs over the next fiscal year.

GXS Germany Plan

As part of our acquisition of GXS, we acquired an unfunded defined benefit pension plan covering certain German employees which provides for old age, disability and survivors' benefits. The GXS GER plan has been closed to new participants since 2006. Benefits under the GXS GER plan are generally based on a participant's remuneration, date of hire, years of eligible service and age at retirement. The net periodic cost of this pension plan is determined using the projected unit credit method and several actuarial assumptions, the most significant of which are the discount rate and estimated service costs. No contributions have been made since the inception of the plan. Actuarial gains or losses in excess of 10% of the projected benefit obligation are being amortized and recognized as a component of net periodic benefit costs over the average remaining service period of the plan's active employees. As of December 31, 2015, there is approximately \$10.0 thousand in accumulated other comprehensive income related to the GXS GER plan that is expected to be recognized as a component of net periodic benefit costs over the next fiscal year.

GXS Philippines Plan

As part of our acquisition of GXS, we acquired a primarily unfunded defined benefit pension plan covering substantially all of the GXS Philippines employees which provides for retirement, disability and survivors' benefits. Benefits under the GXS PHP plan are generally based on a participant's remuneration, years of eligible service and age at retirement. The net periodic cost of this pension plan is determined using the projected unit credit method and several actuarial assumptions, the most significant of which are the discount rate and estimated service costs. Aside from an initial contribution which has a fair value of approximately \$35.0 thousand as of December 31, 2015, no additional contributions have been made since the inception of the plan. If actuarial gains or losses are in excess of 10% of the projected benefit obligation, such gains or losses will be amortized and recognized as a component of net periodic benefit costs over the average remaining service period of the plan's active employees.

The following are the details of the change in the benefit obligation for each of the above mentioned pension plans for the periods indicated:

	As of December 31, 2015				As of June 30, 2015			
	CDT	GXS GER	GXS PHP	Total	CDT	GXS GER	GXS PHP	Total
Benefit obligation—beginning of period	\$26,091	\$22,420	\$7,025	\$55,536	\$29,344	\$24,182	\$5,276	\$58,802
Service cost	211	188	851	1,250	452	360	1,518	2,330
Interest cost	305	265	162	732	735	625	289	1,649
Benefits paid	(292)	(374)	(74)	(740)	(495)	(793)	(78)	(1,366)
Actuarial (gain) loss	363	(849)	(1,485)	(1,971)	1,676	2,701	201	4,578
Foreign exchange (gain) loss	(494)	(439)	(304)	(1,237)	(5,621)	(4,655)	(181)	(10,457)
Benefit obligation—end of period	\$26,184	\$21,211	\$6,175	\$53,570	\$26,091	\$22,420	\$7,025	\$55,536
Less: Current portion	(563)	(757)	(28)	(1,348)	(575)	(774)	(26)	(1,375)
Non-current portion of benefit obligation	\$25,621	\$20,454	\$6,147	\$52,222	\$25,516	\$21,646	\$6,999	\$54,161

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The following are details of net pension expense relating to the following pension plans:

	Three Months Ended December 31, 2015				2014			
	CDT	GXS GER	GXS PHP	Total	CDT	GXS GER	GXS PHP	Total
Pension expense:								
Service cost	\$104	\$85	\$424	\$613	\$118	\$77	\$357	\$552
Interest cost	151	137	81	369	191	182	68	441
Amortization of actuarial gains and losses	105	11	—	116	105	—	—	105
Net pension expense	\$360	\$233	\$505	\$1,098	\$414	\$259	\$425	\$1,098
	Six Months Ended December 31, 2015				2014			
	CDT	GXS GER	GXS PHP	Total	CDT	GXS GER	GXS PHP	Total
Pension expense:								
Service cost	\$211	\$188	\$851	\$1,250	\$240	\$157	\$697	\$1,094
Interest cost	305	265	162	732	390	372	135	897
Amortization of actuarial gains and losses	212	11	—	223	214	—	—	214
Net pension expense	\$728	\$464	\$1,013	\$2,205	\$844	\$529	\$832	\$2,205

In determining the fair value of the pension plan benefit obligations as of December 31, 2015 and June 30, 2015, respectively, we used the following weighted-average key assumptions:

Assumptions:	As of December 31, 2015			As of June 30, 2015		
	CDT	GXS GER	GXS PHP	CDT	GXS GER	GXS PHP
Salary increases	2.00%	2.00%	6.50%	2.00%	2.00%	7.00%
Pension increases	1.75%	2.00%	4.75%	1.75%	2.00%	3.50%
Discount rate	2.28%	2.64%	5.00%	2.36%	2.54%	4.75%
Normal retirement age	N/A	65-67	60	N/A	65-67	60
Employee fluctuation rate:						
to age 30	1.00%	N/A	N/A	1.00%	N/A	N/A
to age 35	0.50%	N/A	N/A	0.50%	N/A	N/A
to age 40	—%	N/A	N/A	—%	N/A	N/A
to age 45	0.50%	N/A	N/A	0.50%	N/A	N/A
to age 50	0.50%	N/A	N/A	0.50%	N/A	N/A
from age 51	1.00%	N/A	N/A	1.00%	N/A	N/A

Anticipated pension payments under the pension plans for the fiscal years indicated below are as follows:

	Fiscal years ending June 30,		
	CDT	GXS GER	GXS PHP
2016 (six months ending June 30)	\$282	\$379	\$14
2017	616	771	31
2018	658	859	42
2019	738	917	77
2020	803	968	90
2021 to 2025	4,932	5,259	1,223
Total	\$8,029	\$9,153	\$1,477

Other Plans

Other plans include defined benefit pension plans that are offered by certain of our foreign subsidiaries. Many of these plans were assumed through our acquisitions or are required by local regulatory requirements. These other plans are primarily unfunded, with the aggregate projected benefit obligation included in our pension liability. The net periodic cost of these plans are determined using the projected unit credit method and several actuarial assumptions, the most significant of which are the discount rate and estimated service costs.

NOTE 12—SHARE CAPITAL, OPTION PLANS AND SHARE-BASED PAYMENTS

Cash Dividends

For the three and six months ended December 31, 2015, pursuant to the Company's dividend policy, we declared total non-cumulative dividends of \$0.2000 and \$0.4000, respectively, per Common Share, in the aggregate amount of \$24.2 million and \$47.5 million, respectively, which we paid during the same period.

For the three and six months ended December 31, 2014, pursuant to the Company's dividend policy, we paid total non-cumulative dividends of \$0.1725 and \$0.3450, respectively, per Common Share, in the aggregate amount of \$21.1 million and \$42.1 million, respectively.

Share Capital

Our authorized share capital includes an unlimited number of Common Shares and an unlimited number of Preference Shares. No Preference Shares have been issued.

Treasury Stock

Repurchase

During the three and six months ended December 31, 2015, we repurchased 225,000 Common Shares, in the amount of \$10.6 million, for potential reissuance under our Long Term Incentive Plans (LTIP) or other plans.

During the three and six months ended December 31, 2014, we did not repurchase any of our Common Shares for potential reissuance under our LTIP or other plans. See below for more details on our various plans.

Reissuance

During the three and six months ended December 31, 2015, we reissued 207,078 Common Shares from treasury stock (three and six months ended December 31, 2014—355,553 Common Shares), in connection with the settlement of our LTIP and other awards.

Share Repurchase Plan

On July 28, 2015, our board of directors (Board of Directors) authorized the repurchase of up to \$200 million of Common Shares (Share Repurchase Plan). Shares may be repurchased from time to time in the open market, private purchases through forward, derivative, accelerated repurchase or automatic repurchase transactions or otherwise.

During the three months ended December 31, 2015, we repurchased and cancelled approximately 0.3 million Common Shares for approximately \$15.5 million under our Share Repurchase Plan (three months ended December 31, 2014—nil). Of the \$15.5 million repurchased, \$13.2 million was recorded to retained earnings to reflect the difference between the market price of Common Shares repurchased and its book value.

During the six months ended December 31, 2015, we repurchased and cancelled approximately 1.5 million Common Shares for approximately \$65.5 million under our Share Repurchase Plan (six months ended December 31, 2014—nil). Of the \$65.5 million repurchased, \$55.7 million was recorded to retained earnings to reflect the difference between the market price of Common Shares repurchased and its book value.

As of December 31, 2015, approximately \$134.5 million remained available for repurchase under the Share Repurchase Plan.

Share-Based Payments

Total share-based compensation expense for the periods indicated below is detailed as follows:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2015	2014	2015	2014
Stock options	\$3,096	\$2,845	\$6,760	\$5,414
Performance Share Units (issued under LTIP)	727	554	1,347	1,145
Restricted Share Units (issued under LTIP)	1,370	1,361	2,604	2,104
Restricted Share Units (other)	330	169	711	244
Deferred Share Units (directors)	1,058	—	1,692	471
Total share-based compensation expense	\$6,581	\$4,929	\$13,114	\$9,378

Summary of Outstanding Stock Options

As of December 31, 2015, options to purchase an aggregate of 4,257,350 Common Shares were outstanding and 2,904,833 Common Shares were available for issuance under our stock option plans. Our stock options generally vest over four years and expire between seven and ten years from the date of the grant. Currently we also have options outstanding that vest over five years, as well as options outstanding that vest based on meeting certain market conditions. The exercise price of all our options is set at an amount that is not less than the closing price of our Common Shares on the NASDAQ on the trading day immediately preceding the applicable grant date.

A summary of activity under our stock option plans for the six months ended December 31, 2015 is as follows:

	Options	Weighted-Average Exercise Price	Weighted-Average Remaining Contractual Term (years)	Aggregate Intrinsic Value (\$'000s)
Outstanding at June 30, 2015	4,375,365	\$42.26		
Granted	388,460	45.69		
Exercised	(233,350)	) 26.90		
Forfeited or expired	(273,125)	) 48.23		
Outstanding at December 31, 2015	4,257,350	\$43.03	4.79	\$ 31,202
Exercisable at December 31, 2015	1,292,802	\$35.01	3.62	\$ 18,227

We estimate the fair value of stock options using the Black-Scholes option-pricing model or, where appropriate, the Monte Carlo Valuation Method, consistent with the provisions of ASC Topic 718, "Compensation—Stock Compensation" (Topic 718) and SEC Staff Accounting Bulletin No. 107. The option-pricing models require input of subjective assumptions, including the estimated life of the option and the expected volatility of the underlying stock over the estimated life of the option. We use historical volatility as a basis for projecting the expected volatility of the underlying stock and estimate the expected life of our stock options based upon historical data.

We believe that the valuation techniques and the approach utilized to develop the underlying assumptions are appropriate in calculating the fair value of our stock option grants. Estimates of fair value are not intended, however, to predict actual future events or the value ultimately realized by employees who receive equity awards.

For the periods indicated, the weighted-average fair value of options and weighted-average assumptions were as follows:

	Three Months Ended December 31,		Six Months Ended December 31,		
	2015	2014	2015	2014	
Weighted-average fair value of options granted	\$10.76	\$12.94	\$11.19	\$13.84	
Weighted-average assumptions used:					
Expected volatility	32	% 32	% 33	% 32	%
Risk-free interest rate	1.35	% 1.34	% 1.47	% 1.45	%
Expected dividend yield	1.70	% 1.27	% 1.64	% 1.19	%
Expected life (in years)	4.33	4.33	4.33	4.33	
Forfeiture rate (based on historical rates)	5	% 5	% 5	% 5	%
Average exercise share price	\$45.35	\$52.42	\$45.69	\$55.00	

As of December 31, 2015, the total compensation cost related to the unvested stock option awards not yet recognized was approximately \$29.4 million, which will be recognized over a weighted-average period of approximately 2.3 years.

No cash was used by us to settle equity instruments granted under share-based compensation arrangements.

We have not capitalized any share-based compensation costs as part of the cost of an asset in any of the periods presented.

For the three and six months ended December 31, 2015, cash in the amount of \$2.0 million and \$6.3 million, respectively, was received as the result of the exercise of options granted under share-based payment arrangements. The tax benefit realized by us during the three and six months ended December 31, 2015 from the exercise of options eligible for a tax deduction was nil and \$0.2 million, respectively.

For the three and six months ended December 31, 2014, cash in the amount of \$1.3 million and \$7.6 million, respectively, was received as the result of the exercise of options granted under share-based payment arrangements. The tax benefit realized by us during the three and six months ended December 31, 2014 from the exercise of options eligible for a tax deduction was \$0.3 million and \$0.8 million, respectively.

Long-Term Incentive Plans

We incentivize our executive officers, in part, with long term compensation pursuant to our LTIP. The LTIP is a rolling three year program that grants eligible employees a certain number of target Performance Share Units (PSUs) and/or Restricted Share Units (RSUs). Target PSUs become vested upon the satisfaction of certain financial and/or operational performance criteria (the Performance Conditions) that are determined at the time of the grant. Target RSUs become vested when an eligible employee remains employed throughout the vesting period. LTIP grants that have recently vested, or have yet to vest, are described below. LTIP grants will be referred to in this Quarterly Report on Form 10-Q based upon the year in which the grants are expected to vest.

Fiscal 2015 LTIP

Grants made in Fiscal 2013 under the LTIP (collectively referred to as Fiscal 2015 LTIP), took effect in Fiscal 2013 starting on November 2, 2012 for the RSUs and December 3, 2012 for the PSUs. We settled the Fiscal 2015 LTIP by issuing 202,078 Common Shares from our treasury stock during the three months ended December 31, 2015, with a cost of \$5.0 million.

Fiscal 2016 LTIP

Grants made in Fiscal 2014 under the LTIP (collectively referred to as Fiscal 2016 LTIP) consisting of PSUs and RSUs, took effect in Fiscal 2014 starting on November 1, 2013. The Performance Conditions for vesting of the PSUs are based solely upon market conditions. RSUs granted are employee service-based awards and vest over the life of the Fiscal 2016 LTIP. We expect to settle the Fiscal 2016 LTIP awards in stock.

Fiscal 2017 LTIP

Grants made in Fiscal 2015 under the LTIP (collectively referred to as Fiscal 2017 LTIP), consisting of PSUs and RSUs, took effect in Fiscal 2015 starting on September 4, 2014. The Performance Conditions for vesting of the PSUs are based solely upon market conditions. The RSUs are employee service-based awards and vest over the life of the Fiscal 2017 LTIP. We expect to settle the Fiscal 2017 LTIP awards in stock.

Fiscal 2018 LTIP

Grants made in Fiscal 2016 under the LTIP (collectively referred to as Fiscal 2018 LTIP), consisting of PSUs and RSUs, took effect in Fiscal 2016 starting on August 23, 2015. The Performance Conditions for vesting of the PSUs are based solely upon market conditions. The RSUs are employee service-based awards and vest over the life of the Fiscal 2018 LTIP. We expect to settle the Fiscal 2018 LTIP awards in stock.

PSUs and RSUs granted under the LTIPs have been measured at fair value as of the effective date, consistent with Topic 718, and will be charged to share-based compensation expense over the remaining life of the plan. Stock options granted under the LTIPs have been measured using the Black-Scholes option-pricing model, consistent with Topic 718. We estimate the fair value of PSUs using the Monte Carlo pricing model and RSUs have been valued based upon their grant date fair value.

As of December 31, 2015, the total expected compensation cost related to the unvested LTIP awards not yet recognized was \$17.6 million, which is expected to be recognized over a weighted average period of 2.1 years.

Restricted Share Units (RSUs)

During the three and six months ended December 31, 2015, we did not grant any RSUs to employees in accordance with employment agreements (three and six months ended December 31, 2014—2,500 and 15,000, respectively). The RSUs will vest equally over three years from the respective date of grants. We expect to settle the awards in stock.

During the three and six months ended December 31, 2015, we issued 5,000 Common Shares from our treasury stock, with a cost of \$0.1 million, in connection with the settlement of vested RSUs.

Deferred Stock Units (DSUs)

During the three and six months ended December 31, 2015, we granted 52,817 and 53,373 DSUs, respectively, to certain non-employee directors (three and six months ended December 31, 2014—0 and 398, respectively). The DSUs were issued under our Deferred Share Unit Plan. DSUs granted as compensation for directors fees vest immediately, whereas all other DSUs granted vest at our next annual general meeting following the granting of the DSUs. No DSUs are payable by us until the director ceases to be a member of the Board.

Employee Share Purchase Plan (ESPP)

During the three and six months ended December 31, 2015, cash in the amount of approximately \$0.7 million and \$1.7 million, respectively, was received from employees that will be used to purchase Common Shares in future periods (three and six months ended December 31, 2014—\$0.7 million and \$1.5 million, respectively).

We recently implemented a number of amendments to our ESPP, including increasing the purchase price discount from 5% to 15% and permitting Common Shares to be purchased on the open market by the trustee of a trust, or by an agent or broker designated by an administrator, and transferred to eligible employees under the ESPP, as an alternative to the issuance of Common Shares from treasury (the Amendments). The Amendments were subsequently approved by shareholders at the annual and special meeting held on October 2, 2015, and will apply to purchase periods commencing on or after January 1, 2016 unless otherwise determined by our Board of Directors or the compensation committee of the Board.

NOTE 13—GUARANTEES AND CONTINGENCIES

We have entered into the following contractual obligations with minimum payments for the indicated fiscal periods as follows:

	Payments due between				
	Total	January 1, 2016— June 30, 2016	July 1, 2016— June 30, 2018	July 1, 2018— June 30, 2020	July 1, 2020 and beyond
Long-term debt obligations	\$2,048,682	\$39,365	\$156,944	\$155,957	\$1,696,416
Operating lease obligations*	204,880	22,965	74,033	52,267	55,615
Purchase obligations	12,048	5,521	6,106	421	—
	\$2,265,610	\$67,851	\$237,083	\$208,645	\$1,752,031

*Net of \$7.4 million of sublease income to be received from properties which we have subleased to third parties.

Guarantees and Indemnifications

We have entered into customer agreements which may include provisions to indemnify our customers against third party claims that our software products or services infringe certain third party intellectual property rights and for liabilities related to

a breach of our confidentiality obligations. We have not made any material payments in relation to such indemnification provisions and have not accrued any liabilities related to these indemnification provisions in our Condensed Consolidated Financial Statements.

Litigation

We are currently involved in various claims and legal proceedings.

Quarterly, we review the status of each significant legal matter and evaluate such matters to determine how they should be treated for accounting and disclosure purposes in accordance with the requirements of ASC Topic 450-20 "Loss Contingencies" (Topic 450-20). Specifically, this evaluation process includes the centralized tracking and itemization of the status of all our disputes and litigation items, discussing the nature of any litigation and claim, including any dispute or claim that is reasonably likely to result in litigation, with relevant internal and external counsel, and assessing the progress of each matter in light of its merits and our experience with similar proceedings under similar circumstances.

If the potential loss from any claim or legal proceeding is considered probable and the amount can be reasonably estimated, we accrue a liability for the estimated loss in accordance with Topic 450-20. As of the date of this Quarterly Report on Form 10-Q, the aggregate of such estimated losses were not material to our consolidated financial position or result of operations and we do not believe as of the date of this filing that it is reasonably possible that a loss exceeding the amounts already recognized will be incurred that would be material to our consolidated financial position or results of operations.

Contingencies

As we have previously disclosed, the United States Internal Revenue Service (IRS) is examining certain of our tax returns for our fiscal year ended June 30, 2010 (Fiscal 2010) through our fiscal year ended June 30, 2012 (Fiscal 2012), and in connection with those examinations is reviewing our internal reorganization in Fiscal 2010 to consolidate certain intellectual property ownership in Luxembourg and Canada and our integration of certain acquisitions into the resulting structure. We also previously disclosed that the examinations may lead to proposed adjustments to our taxes that may be material, individually or in the aggregate, and that we have not recorded any material accruals for any such potential adjustments in our Condensed Consolidated Financial Statements.

As part of these examinations, (which are ongoing), on July 17, 2015 we received from the IRS a Notice of Proposed Adjustment (NOPA) in draft form proposing a one-time approximately \$280 million increase to our U.S. federal taxes arising from the reorganization in Fiscal 2010 and proposing penalties equal to 20% of the additional taxes, plus interest at the applicable statutory rate (which will continue to accrue until the matter is resolved and may be substantial). A NOPA is an IRS position and does not impose an obligation to pay tax. The draft NOPA may be changed before the final NOPA is issued, including because the IRS reserved the right in the draft NOPA to increase the adjustment. Based on our discussions with the IRS, we expect we will receive an additional NOPA proposing an approximately \$80 million increase to our U.S. federal taxes for Fiscal 2012 arising from the integration of Global 360 Holding Corp. into the structure that resulted from the reorganization, accompanied by proposed penalties and interest (although there can be no assurance that this will be the amount reflected in the NOPA when received). Depending upon the outcome of these matters, additional state income taxes plus penalties and interest may be due. We currently estimate that, as of December 31, 2015, adjustments under the draft NOPA in its present form and the anticipated additional NOPA could result in an aggregate liability of approximately \$550 million, inclusive of U.S. federal and state taxes, penalties and interest.

We strongly disagree with the IRS' position and intend to vigorously contest the proposed adjustments to our taxable income. We are examining various alternatives available to taxpayers to contest the proposed adjustments. Any such alternatives could involve a lengthy process and result in the incurrence of significant expenses. As of the date of this Quarterly Report on Form 10-Q, we have not recorded any material accruals in respect of these examinations in our Condensed Consolidated Financial Statements. An adverse outcome of these tax examinations could have a material adverse effect on our financial position and results of operations.

As part of our acquisition of GXS, we have inherited a tax dispute in Brazil between the Company's subsidiary, GXS Tecnologia da Informação (Brasil) Ltda. (GXS Brazil), and the municipality of São Paulo, in connection with GXS Brazil's judicial appeal of a tax claim in the amount of \$2.0 million as of December 31, 2015. We currently have in place a bank guarantee in the amount of \$3.0 million in recognition of this dispute. However, we believe that the

position of the São Paulo tax authorities is not consistent with the relevant facts and based on information available on the case and other similar matters provided by local counsel, we believe that we can defend our position and that no tax is owed. Although we believe that the facts support our position, the ultimate outcome of this matter could result in a loss of up to the claim amount discussed above, plus future interest or penalties that may accrue.

Historically, prior to our acquisition of GXS, GXS would charge certain costs to its subsidiaries, including GXS Brazil, primarily based on historical transfer pricing studies that were intended to reflect the costs incurred by subsidiaries in relation

to services provided by the parent company to the subject subsidiary. GXS recorded taxes on amounts billed, that were considered to be due based on the intercompany charges. GXS subsequently re-evaluated its intercompany charges to GXS Brazil and related taxes and, upon taking into consideration the current environment and judicial proceedings in Brazil, concluded that it was probable that certain indirect taxes would be assessable and payable based upon the accrual of such intercompany charges and has approximately \$4.8 million accrued for the probable amount of a settlement related to the indirect taxes, interest and penalties.

Our Indian subsidiary, GXS India Technology Centre Private Limited (GXS India), is subject to potential assessments by Indian tax authorities in the city of Bangalore. GXS India has received assessment orders from the Indian tax authorities alleging that the transfer price applied to intercompany transactions was not appropriate. Based on advice from our tax advisors, we believe that the facts that the Indian tax authorities are using to support their assessment are incorrect. We have filed appeals and anticipate an eventual settlement with the Indian tax authorities. We have accrued \$1.5 million to cover our anticipated financial exposure in this matter.

Please also see "Risk Factors" included in our Annual Report on Form 10-K for Fiscal 2015.

NOTE 14—INCOME TAXES

Our effective tax rate represents the net effect of the mix of income earned in various tax jurisdictions that are subject to a wide range of income tax rates.

We recognize interest expense and penalties related to income tax matters in income tax expense.

For the three and six months ended December 31, 2015, and 2014, we recognized the following amounts as income tax-related interest expense and penalties:

	Three Months Ended December 31,		Six Months Ended December 31,	
	2015	2014	2015	2014
Interest expense	\$ 1,195	\$ 1,507	\$ 2,972	\$ 3,511
Penalties expense (recoveries)	(2,596	) (343	) (2,726	) (295
Total	\$ (1,401	) \$ 1,164	\$ 246	\$ 3,216

As of December 31, 2015 and June 30, 2015, the following amounts have been accrued on account of income tax-related interest expense and penalties:

	As of December 31, 2015	As of June 30, 2015
Interest expense accrued *	\$ 30,753	\$ 28,827
Penalties accrued *	\$ 1,756	\$ 5,040

* These balances have been included within "Long-term income taxes payable" within the Condensed Consolidated Balance Sheets.

We believe that it is reasonably possible that the gross unrecognized tax benefits, as of December 31, 2015, could decrease tax expense in the next 12 months by \$5.4 million, relating primarily to the expiration of competent authority relief and tax years becoming statute barred for purposes of future tax examinations by local taxing jurisdictions.

Our four most significant tax jurisdictions are Canada, the United States, Luxembourg and Germany. Our tax filings remain subject to audits by applicable tax authorities for a certain length of time following the tax year to which those filings relate. The earliest fiscal years open for examination are 2008 for both Canada and Germany, 2010 for the United States, and 2011 for Luxembourg.

We are subject to tax audits in all major taxing jurisdictions in which we operate and currently have tax audits open in Canada, the United States, France, Spain, Germany, India, the Netherlands and Japan. On a quarterly basis we assess the status of these examinations and the potential for adverse outcomes to determine the adequacy of the provision for income and other taxes. Statements regarding the United States audits are included in note 13.

The timing of the resolution of income tax audits is highly uncertain, and the amounts ultimately paid, if any, upon resolution of the issues raised by the taxing authorities may differ from the amounts accrued. It is reasonably possible that within the next 12 months we will receive additional assessments by various tax authorities or possibly reach resolution of income tax audits in one or more jurisdictions. These assessments or settlements may or may not result in changes to our contingencies related to positions on tax filings. The actual amount of any change could vary significantly depending on the

ultimate timing and nature of any settlements. We cannot currently provide an estimate of the range of possible outcomes. For more information relating to certain tax audits, please refer to note 13.

As at December 31, 2015, we have provided \$12.8 million (June 30, 2015—\$12.1 million) in respect of both additional foreign withholding taxes or deferred income tax liabilities for temporary differences related to the undistributed earnings of certain non-United States subsidiaries, and planned periodic repatriations from certain United States and Luxembourg subsidiaries, that will be subject to withholding taxes upon distribution. We have not provided for additional foreign withholding taxes or deferred income tax liabilities related to undistributed earnings of all other non-Canadian subsidiaries, since such earnings are considered permanently invested in those subsidiaries, or are not subject to withholding taxes. It is not practicable to reasonably estimate the amount of additional deferred income tax liabilities or foreign withholding taxes that may be payable should these earnings be distributed in the future.

The effective tax rate (which is the provision for taxes expressed as a percentage of net income before taxes) decreased to 4.4% for the three months ended December 31, 2015, compared to 19.7% for the three months ended December 31, 2014. The decrease to tax expense of \$14.2 million is primarily the result of (i) variances in income among jurisdictions, resulting in the impact of foreign rates in the amount of \$8.8 million, and (ii) a decrease in the net expense of unrecognized tax benefits with related interest and penalties in the amount of \$11.7 million. These impacts were partially offset by an increase in valuation allowance in the amount of \$1.8 million, tax filings in excess of amounts previously booked of \$1.9 million and additional accruals in respect of future distributions from foreign subsidiaries of \$1.2 million. The remainder of the differences are due to normal course movements and non-material items.

The effective tax rate decreased to 10.6% for the six months ended December 31, 2015, compared to 20.4% for the six months ended December 31, 2014. The decrease to tax expense of \$20.4 million is primarily the result of (i) lower net income, having an impact of \$14.1 million, and (ii) a decrease in the net expense of unrecognized tax benefits with related interest and penalties in the amount of \$13.9 million. These impacts were partially offset by an increase in valuation allowance in the amount of \$3.1 million, tax filings in excess of amounts previously booked of \$2.0 million and additional accruals in respect of future distributions from foreign subsidiaries of \$1.1 million. The remainder of the differences are due to normal course movements and non-material items.

NOTE 15—FAIR VALUE MEASUREMENT

ASC Topic 820 “Fair Value Measurement” (Topic 820) defines fair value, establishes a framework for measuring fair value, and addresses disclosure requirements for fair value measurements. Fair value is the price that would be received upon sale of an asset or paid upon transfer of a liability in an orderly transaction between market participants at the measurement date and in the principal or most advantageous market for that asset or liability. The fair value, in this context, should be calculated based on assumptions that market participants would use in pricing the asset or liability, not on assumptions specific to the entity. In addition, the fair value of liabilities should include consideration of non-performance risk, including our own credit risk.

In addition to defining fair value and addressing disclosure requirements, Topic 820 establishes a fair value hierarchy for valuation inputs. The hierarchy prioritizes the inputs into three levels based on the extent to which inputs used in measuring fair value are observable in the market. Each fair value measurement is reported in one of the three levels which are determined by the lowest level input that is significant to the fair value measurement in its entirety. These levels are:

Level 1—inputs are based upon unadjusted quoted prices for identical instruments traded in active markets.

Level 2—inputs are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar instruments in markets that are not active, and model-based valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the assets or liabilities.

Level 3—inputs are generally unobservable and typically reflect management’s estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.

Financial Assets and Liabilities Measured at Fair Value on a Recurring Basis:

Our financial assets and liabilities measured at fair value on a recurring basis consisted of the following types of instruments as of December 31, 2015 and June 30, 2015:

	December 31, 2015				June 30, 2015			
	December 31, 2015	Fair Market Measurements using: Quoted prices in active markets for identical assets/ (liabilities) (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)	June 30, 2015	Fair Market Measurements using: Quoted prices in active markets for identical assets/ (liabilities) (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial Assets:								
Short-term investments*	\$ 16,271	n/a	\$ 16,271	n/a	\$ 20,274	n/a	\$ 20,274	n/a
Derivative financial instrument asset (note 16)	—	n/a	—	n/a	273	n/a	273	n/a
	\$ 16,271	n/a	\$ 16,271	n/a	\$ 20,547	n/a	\$ 20,547	n/a
Financial Liabilities:								
Derivative financial instrument liability (note 16)	\$(4,479)	n/a	\$(4,479)	n/a	\$—	n/a	\$—	n/a
	\$(4,479)	n/a	\$(4,479)	n/a	\$—	n/a	\$—	n/a

*These assets in the table above are classified as Level 2 as certain specific assets included within may not have quoted prices that are readily accessible in an active market or we may have relied on alternative pricing methods that do not rely exclusively on quoted prices to determine the fair value of the investments.

Our valuation techniques used to measure the fair values of the derivative instruments, the counterparty to which has high credit ratings, were derived from pricing models including discounted cash flow techniques, with all significant inputs derived from or corroborated by observable market data, as no quoted market prices exist for these instruments. Our discounted cash flow techniques use observable market inputs, such as, where applicable, foreign currency spot and forward rates.

Our cash and cash equivalents, along with our accounts receivable and accounts payable and accrued liabilities balances, are measured and recognized in our Condensed Consolidated Financial Statements at an amount that approximates their fair value (a Level 2 measurement) due to their short maturities.

Assets and Liabilities Measured at Fair Value on a Nonrecurring Basis

We measure certain assets at fair value on a nonrecurring basis. These assets are recognized at fair value when they are deemed to be other-than-temporarily impaired. During the three and six months ended December 31, 2015 and 2014, no indications of impairment were identified and therefore no fair value measurements were required.

If applicable, we will recognize transfers between levels within the fair value hierarchy at the end of the reporting period in which the actual event or change in circumstance occurs. During the three and six months ended December 31, 2015 and 2014, we did not have any transfers between Level 1, Level 2 or Level 3.

Short-term Investments

Short-term investments are classified as available for sale securities and are recorded on our Condensed Consolidated Balance Sheets at fair value with unrealized gains or losses reported as a separate component of Accumulated Other

Comprehensive Income.

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A summary of our short-term investments outstanding as of December 31, 2015 and June 30, 2015 is as follows:

	As of December 31, 2015				As of June 30, 2015			
	Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value	Cost	Gross Unrealized Gains	Gross Unrealized (Losses)	Estimated Fair Value
Short-term investments	\$ 16,148	\$ 140	\$(17)	\$ 16,271	\$ 20,286	\$ 2	\$(14)	\$ 20,274

NOTE 16—DERIVATIVE INSTRUMENTS AND HEDGING ACTIVITIES

Foreign Currency Forward Contracts

We are engaged in hedging programs with relationship banks to limit the potential foreign exchange fluctuations incurred on future cash flows relating to a portion of our Canadian dollar payroll expenses. We operate internationally and are therefore exposed to foreign currency exchange rate fluctuations in the normal course of our business, in particular to changes in the Canadian dollar on account of large costs that are incurred from our centralized Canadian operations, which are denominated in Canadian dollars. As part of our risk management strategy, we use foreign currency forward contracts to hedge portions of our payroll exposure with typical maturities of between one and twelve months. We do not use derivatives for speculative purposes.

We have designated these transactions as cash flow hedges of forecasted transactions under ASC Topic 815 “Derivatives and Hedging” (Topic 815). As the critical terms of the hedging instrument, and of the entire hedged forecasted transaction, are the same, in accordance with Topic 815 we have been able to conclude that changes in fair value or cash flows attributable to the risk being hedged are expected to completely offset at inception and on an ongoing basis. Accordingly, quarterly unrealized gains or losses on the effective portion of these forward contracts have been included within other comprehensive income. The fair value of the contracts, as of December 31, 2015, is recorded within “Accounts payable and accrued liabilities”.

As of December 31, 2015, the notional amount of forward contracts we held to sell U.S. dollars in exchange for Canadian dollars was \$57.3 million (June 30, 2015—\$76.4 million).

Fair Value of Derivative Instruments and Effect of Derivative Instruments on Financial Performance

The effect of these derivative instruments on our Condensed Consolidated Financial Statements for the periods indicated below were as follows (amounts presented do not include any income tax effects).

Fair Value of Derivative Instruments in the Condensed Consolidated Balance Sheets (see note 15)

Derivatives	Balance Sheet Location	As of December 31, 2015	As of June 30, 2015
		Fair Value Asset (Liability)	Fair Value Asset (Liability)
Foreign currency forward contracts designated as cash flow hedges	Prepaid expenses and other current assets (Accounts payable and accrued liabilities)	\$(4,479	) \$ 273

Effects of Derivative Instruments on Income and Other Comprehensive Income (OCI)
Three and Six Months Ended December 31, 2015

Derivatives in Cash Flow Hedging Relationship	Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)		Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)		Location of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
	Three Months Ended December 31, 2015	Six Months Ended December 31, 2015		Three Months Ended December 31, 2015	Six Months Ended December 31, 2015		Three Months Ended December 31, 2015	Six Months Ended December 31, 2015
Foreign currency forward contracts	\$ (1,944)	\$ (6,556)	Operating expenses	\$ (1,108)	\$ (1,804)	N/A	\$ —	\$ —

Three and Six Months Ended December 31, 2014

Derivatives in Cash Flow Hedging Relationship	Amount of Gain or (Loss) Recognized in OCI on Derivatives (Effective Portion)		Location of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)	Amount of Gain or (Loss) Reclassified from Accumulated OCI into Income (Effective Portion)		Location of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)	Amount of Gain or (Loss) Recognized in Income on Derivatives (Ineffective Portion and Amount Excluded from Effectiveness Testing)	
	Three Months Ended December 31, 2014	Six Months Ended December 31, 2014		Three Months Ended December 31, 2014	Six Months Ended December 31, 2014		Three Months Ended December 31, 2014	Six Months Ended December 31, 2014
Foreign currency forward contracts	\$ (1,791)	\$ (5,737)	Operating expenses	\$ (1,285)	\$ (1,357)	N/A	\$ —	\$ —

NOTE 17—SPECIAL CHARGES (RECOVERIES)

Special charges include costs that relate to certain restructuring initiatives that we have undertaken from time to time under our various restructuring plans, as well as acquisition-related costs and other miscellaneous charges.

Three Months Ended December 31,

Six Months Ended December 31,

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	2015	2014	2015	2014	
Fiscal 2015 Restructuring Plan	\$5,555	\$—	\$21,029	\$—	
OpenText/GXS Restructuring Plan	(1,882) 1,386	(2,034) 4,192	
Restructuring Plans prior to OpenText/GXS Restructuring Plan	4	(412) 4	(325)
Acquisition-related costs	983	2,342	1,160	2,778	
Other charges (recoveries)	4,428	(9,075) 6,266	(8,235)
Total	\$9,088	\$(5,759) \$26,425	\$(1,590)

Fiscal 2015 Restructuring Plan

In the third quarter of Fiscal 2015 and in the context of the acquisition of Actuate Corporation (Actuate), we began to implement restructuring activities to streamline our operations (OpenText/Actuate Restructuring Plan). We subsequently announced, on May 20, 2015 that we were initiating a restructuring program in conjunction with organizational changes to

support our cloud strategy and drive further operational efficiencies. These charges are combined with the OpenText/Actuate Restructuring Plan (collectively referred to as the Fiscal 2015 Restructuring Plan) and are presented below. The Fiscal 2015 Restructuring Plan charges relate to workforce reductions and facility consolidations. These charges require management to make certain judgments and estimates regarding the amount and timing of restructuring charges or recoveries. Our estimated liability could change subsequent to its recognition, requiring adjustments to the expense and the liability recorded. On a quarterly basis, we conduct an evaluation of the related liabilities and expenses and revise our assumptions and estimates as appropriate.

As of December 31, 2015, we expect total costs to be incurred in conjunction with the Fiscal 2015 Restructuring Plan to be approximately \$32.0 to \$35.0 million, of which \$29.3 million has already been recorded within Special charges to date. We expect the Fiscal 2015 Restructuring Plan to be substantially completed by the end of Fiscal 2016.

A reconciliation of the beginning and ending liability for the six months ended December 31, 2015 is shown below.

Fiscal 2015 Restructuring Plan	Workforce reduction	Facility costs	Total
Balance as of June 30, 2015	\$3,842	\$2,126	\$5,968
Accruals and adjustments	16,758	4,271	21,029
Cash payments	(12,645	) (976	) (13,621
Foreign exchange	(697	) 659	(38
Balance as of December 31, 2015	\$7,258	\$6,080	\$13,338

OpenText/GXS Restructuring Plan

In the third quarter of Fiscal 2014 and in the context of the acquisition of GXS, we began to implement restructuring activities to streamline our operations (OpenText/GXS Restructuring Plan). These charges relate to workforce reductions, facility consolidations and other miscellaneous direct costs. These charges require management to make certain judgments and estimates regarding the amount and timing of restructuring charges or recoveries. Our estimated liability could change subsequent to its recognition, requiring adjustments to the expense and the liability recorded. On a quarterly basis, we conduct an evaluation of the related liabilities and expenses and revise our assumptions and estimates as appropriate.

Since the inception of the plan \$25.3 million has been recorded within Special charges. We do not expect to incur any further significant charges related to this plan.

A reconciliation of the beginning and ending liability for the six months ended December 31, 2015 are shown below.

OpenText/GXS Restructuring Plan	Workforce reduction	Facility costs	Total
Balance as of June 30, 2015	\$2,846	\$4,436	\$7,282
Accruals and adjustments	(528	) (1,505	) (2,033
Cash payments	(393	) (1,358	) (1,751
Foreign exchange	(76	) (486	) (562
Balance as of December 31, 2015	\$1,849	\$1,087	\$2,936

Acquisition-related costs

Included within "Special charges" for the three and six months ended December 31, 2015 are costs incurred directly in relation to acquisitions in the amount of \$1.0 million and \$1.2 million, respectively (three and six months ended December 31, 2014—\$2.2 million and \$2.5 million, respectively). We incurred no costs relating to financial advisory, legal, valuation and audit services and other miscellaneous costs necessary to integrate acquired companies into our organization during the three and six months ended December 31, 2015 (three and six months ended December 31, 2014—\$0.1 million and \$0.3 million, respectively).

Other charges (recoveries)

ERP Implementation Costs

We are currently involved in a one-time project to implement a broad enterprise resource planning (ERP) system. The project is expected to be completed within our fiscal year ended June 30, 2017.

For the three and six months ended December 31, 2015, we incurred costs of \$2.9 million and \$4.8 million, respectively, relating to this project.

Other costs

For the three months ended December 31, 2015, "Other costs" primarily includes (i) a charge of \$0.9 million relating to assets disposed in connection with a restructured facility, (ii) \$0.7 million relating to post-acquisition integration costs necessary to streamline an acquired company into our operations and to reorganize certain legal entities, and (iii) a charge of \$0.1 million relating to interest released on certain pre-acquisition liabilities. These charges were offset by a recovery of \$0.3 million relating to certain pre-acquisition tax liabilities becoming statute barred.

For the six months ended December 31, 2015, "Other costs" primarily includes (i) a charge of \$0.9 million relating to the assets disposed in connection with a restructured facility and (ii) \$0.8 million relating to post-acquisition integration costs necessary to streamline an acquired company into our operations and to reorganize certain legal entities. These charges were offset by (i) a recovery of \$0.5 million relating to certain pre-acquisition tax liabilities becoming statute barred, and (ii) a recovery of \$0.1 million relating to interest released on certain pre-acquisition liabilities.

Included within "Other costs" for the three and six months ended December 31, 2014 is a net recovery of \$9.1 million and \$8.2 million, respectively. During the three months ended December 31, 2014 we reversed \$9.8 million relating to certain pre-acquisition tax liabilities, including related interest, based on our revised estimate of the liability and, in certain cases, due to tax years becoming statute barred.

NOTE 18—ACQUISITIONS

Fiscal 2016 Acquisitions

Acquisition of Daegis Inc.

On November 23, 2015, we acquired Daegis Inc. (Daegis), a global information governance, data migration solutions and development company, based in Irvine, Texas, United States. Total consideration for Daegis was \$23.3 million (\$22.1 million - net of cash acquired). In accordance with Topic 805 "Business Combinations" (Topic 805), this acquisition was accounted for as a business combination. We believe this acquisition enables OpenText to strengthen our current information governance capabilities.

The finalization of the purchase price allocation is pending the finalization of the fair value for taxation-related balances, intangible assets and for potential unrecorded liabilities.

Acquisition-related costs for Daegis included in Special charges in the Condensed Consolidated Statements of Income for the three and six months ended December 31, 2015 were \$0.8 million and \$1.0 million, respectively.

The results of operations of Daegis have been consolidated with those of OpenText beginning November 23, 2015.

The acquisition had no significant impact on revenues and net earnings for the three and six months ended December 31, 2015. There was also no significant impact on the Company's revenues and net income on a pro forma basis for all periods presented.

Fiscal 2015 Acquisitions

Acquisition of Actuate Corporation

On January 16, 2015, we acquired Actuate, based in San Francisco, California, United States. Actuate was a leader in personalized analytics and insights and we believe the acquisition complements our OpenText EIM Suite. In accordance with Topic 805 "Business Combinations" (Topic 805), this acquisition was accounted for as a business combination.

The results of operations of Actuate were consolidated with those of OpenText beginning January 16, 2015.

The following tables summarize the consideration paid for Actuate and the amount of the assets acquired and liabilities assumed, as well as the goodwill recorded as of the acquisition date:

Cash consideration*	\$322,417
Fair value, at date of acquisition, on shares of Actuate already owned through open market purchases	9,539
Purchase consideration	\$331,956

*Inclusive of \$0.4 million accrued for but unpaid as of December 31, 2015.

Purchase Price Allocation

The recognized amounts of identifiable assets acquired and liabilities assumed, based upon their fair values as of January 16, 2015, are set forth below:

Current assets (inclusive of cash acquired of \$22,463)	\$78,150
Non-current tangible assets	13,540
Intangible customer assets	62,600
Intangible technology assets	60,000
Liabilities assumed	(79,686)
Total identifiable net assets	134,604
Goodwill	197,352
Net assets acquired	\$331,956

No portion of the goodwill recorded upon the acquisition of Actuate is expected to be deductible for tax purposes.

The fair value of current assets acquired includes accounts receivable with a fair value of \$23.4 million. The gross amount receivable was \$23.6 million of which \$0.2 million of this receivable was expected to be uncollectible.

We recognized a gain of \$3.1 million as a result of remeasuring to fair value our investment in Actuate held before the date of acquisition. The gain was included in "Other income" in our Consolidated Financial Statements during the year ended June 30, 2015.

Acquisition of Informative Graphics Corporation

On January 2, 2015, we acquired Informative Graphics Corporation (IGC), based in Scottsdale, Arizona, United States. IGC was a leading developer of viewing, annotation, redaction and publishing commercial software. Total consideration for IGC was \$40.0 million (\$38.7 million - net of cash acquired), of which \$36.5 million was paid in cash, and \$3.5 million was held back and unpaid as of December 31, 2015 in accordance with the purchase agreement. On January 19, 2016, we paid and released the amount held back. In accordance with Topic 805, this acquisition was accounted for as a business combination. We believe this acquisition enables OpenText to engineer solutions that further increase a user's experience within our OpenText EIM Suite.

The results of operations of IGC were consolidated with those of OpenText beginning January 2, 2015.

NOTE 19—SUPPLEMENTAL CASH FLOW DISCLOSURES

	Three Months Ended December 31,		Six Months Ended December 31,	
	2015	2014	2015	2014
Cash paid during the period for interest	\$6,942	\$10,094	\$36,236	* \$20,606
Cash received during the period for interest	\$259	\$1,976	\$542	\$2,625
Cash paid during the period for income taxes	\$9,061	\$15,491	\$16,466	\$12,943

*We issued Senior Notes on January 16, 2015. Interest owing on Senior Notes is payable semi-annually, with the first payment of \$22.5 million made on July 15, 2015 (see note 10).

NOTE 20—EARNINGS PER SHARE

Basic earnings per share are computed by dividing net income, attributable to OpenText, by the weighted average number of Common Shares outstanding during the period. Diluted earnings per share are computed by dividing net income, attributable to OpenText, by the shares used in the calculation of basic earnings per share plus the dilutive effect of Common Share equivalents, such as stock options, using the treasury stock method. Common Share equivalents are excluded from the computation of diluted earnings per share if their effect is anti-dilutive.

	Three Months Ended December 31,		Six Months Ended December 31,	
	2015	2014	2015	2014
Basic earnings per share				
Net income attributable to OpenText	\$87,686	\$74,287	\$128,972	\$138,913
Basic earnings per share attributable to OpenText	\$0.72	\$0.61	\$1.06	\$1.14
Diluted earnings per share				
Net income attributable to OpenText	\$87,686	\$74,287	\$128,972	\$138,913
Diluted earnings per share attributable to OpenText	\$0.72	\$0.60	\$1.06	\$1.13
Weighted-average number of shares outstanding				
Basic	121,246	122,051	121,699	121,984
Effect of dilutive securities	546	934	517	950
Diluted	121,792	122,985	122,216	122,934
Excluded as anti-dilutive*	2,749	1,931	2,753	1,783

* Represents options to purchase Common Shares excluded from the calculation of diluted earnings per share because the exercise price of the stock options was greater than or equal to the average price of the Common Shares during the period.

NOTE 21—RELATED PARTY TRANSACTIONS

Our procedure regarding the approval of any related party transaction requires that the material facts of such transaction be reviewed by the independent members of our Board and the transaction be approved by a majority of the independent members of the Board. The Board reviews all transactions in which we are, or will be, a participant and any related party has or will have a direct or indirect interest. In determining whether to approve a related party transaction, the Board generally takes into account, among other facts it deems appropriate, whether the transaction is on terms no less favorable than terms generally available to an unaffiliated third party under the same or similar circumstances; the extent and nature of the related person's interest in the transaction; the benefits to the Company of the proposed transaction; if applicable, the effects on a director's independence; and if applicable, the availability of other sources of comparable services or products.

During the six months ended December 31, 2015, Mr. Stephen Sadler, a director, earned \$17.5 thousand (December 31, 2014—\$10.0 thousand) in consulting fees from OpenText for assistance with acquisition-related business activities. Mr. Sadler abstained from voting on all transactions from which he would potentially derive consulting fees.

NOTE 22—SUBSEQUENT EVENT

Cash Dividends

As part of our quarterly, non-cumulative cash dividend program, we declared, on February 8, 2016, a dividend of \$0.20 per Common Share. The record date for this dividend is March 10, 2016 and the payment date is March 31, 2016. Future declarations of dividends and the establishment of future record and payment dates are subject to the final determination and discretion of our Board of Directors.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

This Quarterly Report on Form 10-Q, including this Management's Discussion and Analysis of Financial Condition and Results of Operations (MD&A), contains forward-looking statements within the meaning of the Private Securities Litigation Reform Act of 1995, Section 21E of the U.S. Securities Exchange Act of 1934, as amended (the Exchange Act), and Section 27A of the U.S. Securities Act of 1933, as amended (the Securities Act), and is subject to the safe harbours created by those sections. All statements other than statements of historical facts are statements that could be deemed forward-looking statements.

When used in this report, the words "anticipates", "expects", "intends", "plans", "believes", "seeks", "estimates", "may", "could", "might", "will" and other similar language, as they relate to Open Text Corporation ("OpenText" or the "Company"), are intended to identify forward-looking statements under applicable securities laws. Specific forward-looking statements in this report include, but are not limited to: (i) statements about our focus in the fiscal year beginning July 1, 2015 and ending June 30, 2016 (Fiscal 2016) 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) the Company's presence in the cloud and in growth markets; (vii) product and solution developments, enhancements and releases and the timing thereof; (viii) the Company's financial conditions, results of operations and earnings; (ix) the basis for any future growth and for our financial performance; (x) declaration of quarterly dividends; (xi) the changing regulatory environment and its impact on our business; (xii) recurring revenues; (xiii) research and development and related expenditures; (xiv) our building, development and consolidation of our network infrastructure; (xv) competition and changes in the competitive landscape; (xvi) our management and protection of intellectual property and other proprietary rights; (xvii) foreign sales and exchange rate fluctuations; (xviii) cyclical or seasonal aspects of our business; (xix) capital expenditures; (xx) potential legal and/or regulatory proceedings; and (xxi) other matters.

In addition, any statements or information 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 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 it believes are appropriate in the circumstances. The forward-looking statements contained in this report 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 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) 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 possibility that the Company may be unable to meet its future reporting requirements under the Exchange Act, and the rules promulgated thereunder; (iii) the risks associated with bringing new products and services to market; (iv) fluctuations in currency exchange rates; (v) delays in the purchasing decisions of the Company's customers; (vi) the competition the Company faces in its industry and/or marketplace; (vii) the final determination of litigation, tax audits (including tax examinations in the United States or elsewhere) and other legal proceedings; (viii) potential exposure to greater than anticipated tax liabilities or expenses, including with respect to changes in Canadian, U.S. or international tax regimes; (ix) the possibility of technical, logistical or planning issues in connection with the deployment of the Company's products or services; (x) the continuous commitment