

DAEGIS INC.
Form SC TO-T
October 23, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

SCHEDULE TO
(RULE 14d-100)

Tender Offer Statement Pursuant to Section 14(d)(1) or 13(e)(1)
of the Securities Exchange Act of 1934

Daegis Inc.

(Name of Subject Company)

Company D Merger Sub Inc.

(Offeror)

Open Text Corporation

(Parent of Offeror)

(Names of Filing Persons)

COMMON STOCK, PAR VALUE \$0.001 PER SHARE

(Title of Class of Securities)

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233720101

(Cusip Number of Class of Securities)

Gordon A. Davies

Open Text Corporation

Chief Legal Officer and Corporate Secretary

275 Frank Tompa Drive, Waterloo, Ontario, Canada N2L 0A1

519-888-7111

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Filing Persons)

Copies to:

Neil Whoriskey, Esq.

Cleary Gottlieb Steen & Hamilton LLP

One Liberty Plaza

New York, New York 10006

212-225-2000

CALCULATION OF FILING FEE

Transaction Valuation*

\$15,370,315

Amount of Filing Fee*

\$1,548

* Estimated solely for purposes of calculating the filing fee pursuant to Rule 0-11(d) under the Securities Exchange Act of 1934, as amended (the **Exchange Act**). The Transaction Valuation was calculated on the basis of (a) 18,744,286 shares of common stock, \$0.001 par value per share, of Daegis Inc. (**Daegis**), the estimated maximum number of shares of Daegis common stock that may be acquired in this tender offer (representing as of the close of business on October 21, 2015 (i) 16,388,826 shares of common stock issued and outstanding, (ii) 1,636,600 shares issuable upon the exercise of outstanding options and (iii) 718,860 shares issuable upon the exercise of an outstanding warrant), multiplied by (b) the offer price of \$0.82 per share.

** The filing fee was calculated in accordance with Rule 0-11 under the Exchange Act and Fee Rate Advisory #1 for fiscal year 2016, issued August 2015, by multiplying the transaction value by 0.0001007.

.. Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: Not applicable.
Form or Registration No.: Not applicable.

Filing Party: Not applicable.
Date Filed: Not applicable.

.. Check the box if the filing relates solely to preliminary communications made before the commencement of a tender offer.

Check the appropriate boxes below to designate any transactions to which the statement relates:

- third-party tender offer subject to Rule 14d-1.
- issuer tender offer subject to Rule 13e-4.
- going-private transaction subject to Rule 13e-3.
- amendment to Schedule 13D under Rule 13d-2.

Check the following box if the filing is a final amendment reporting the results of the tender offer. ..
If applicable, check the appropriate box(es) below to designate the appropriate rule provision(s) relied upon:

- Rule 13e-4(i) (Cross-Border Issuer Tender Offer)

“ Rule 14d-1(d) (Cross-Border Third-Party Tender Offer)

This Tender Offer Statement on Schedule TO (this **Schedule TO**) relates to the offer (the **Offer**) by Company D Merger Sub Inc., a Delaware corporation (**Purchaser**) that is an indirect wholly-owned subsidiary of Open Text Corporation, a corporation organized in Canada (**OpenText**), to purchase all shares of common stock of Daegis Inc., a Delaware corporation (**Daegis**), par value \$0.001 per share (each, a **Share**), that are issued and outstanding, at a price of \$0.82 per Share, net to the seller in cash, without interest thereon and less any required withholding taxes, upon the terms and subject to the conditions set forth in the Offer to Purchase dated October 23, 2015 (as it may be amended or supplemented from time to time, the **Offer to Purchase**), which is annexed to and filed with this Schedule TO as Exhibit (a)(1)(A), and in the related Letter of Transmittal (as it may be amended or supplemented from time to time, the **Letter of Transmittal** and, together with the Offer to Purchase, the **Offer**), which is annexed to and filed with this Schedule TO as Exhibit (a)(1)(B).

Item 1. Summary Term Sheet.

The information set forth in the section of the Offer to Purchase entitled **Summary Term Sheet** is incorporated herein by reference.

Item 2. Subject Company Information.

(a) The name of the subject company and the issuer of the securities to which this Schedule TO relates is Daegis Inc., a Delaware corporation. Daegis' principal executive offices are located at 600 E. Las Colinas Blvd, Suite 1500, Irving, TX 75039. Daegis' telephone number at such address is (214) 584-6400.

(b) This Schedule TO relates to the issued and outstanding shares of common stock, par value \$0.001 per share, of Daegis. According to Daegis, as of the closing of business on October 21, 2015, there were an aggregate of (i) 16,388,826 Shares issued and outstanding, (ii) outstanding options to purchase 1,636,600 Shares and (iii) an outstanding warrant to purchase 718,860 Shares.

(c) The information set forth in Section 6 **Price Range of Shares; Dividends** of the Offer to Purchase is incorporated herein by reference.

Item 3. Identity and Background of Filing Person.

This Schedule TO is being filed by Purchaser and OpenText. The information set forth in Section 9 **Certain Information Concerning Purchaser and OpenText** in the Offer to Purchase and in Schedule A of the Offer to Purchase is incorporated herein by reference.

Item 4. Terms of the Transaction.

The information set forth in the Offer to Purchase is incorporated herein by reference.

Item 5. Past Contacts, Transactions, Negotiations and Agreements.

The information set forth in the sections of the Offer to Purchase entitled **Summary Term Sheet** and **Introduction**, and Sections 9, 10 and 11 **Certain Information Concerning Purchaser and OpenText**, **Background of the Offer; Contacts with Daegis** and **Purpose of the Offer and Plans for Daegis; Merger Agreement and Other Agreements** of the Offer to

Purchase is incorporated herein by reference.

Item 6. *Purposes of the Transaction and Plans or Proposals.*

The information set forth in the sections of the Offer to Purchase entitled Summary Term Sheet and Introduction, and Sections 6, 7 and 11 Price Range of Shares; Dividends, Certain Effects of the Offer and the Merger and Purpose of the Offer and Plans for Daegis; Merger Agreement and Other Agreements of the Offer to Purchase is incorporated herein by reference.

Item 7. *Source and Amount of Funds or Other Consideration.*

The information set forth in the section of the Offer to Purchase entitled *Summary Term Sheet* and Section 12 *Source and Amount of Funds* of the Offer to Purchase is incorporated herein by reference.

Item 8. *Interest in Securities of the Subject Company.*

The information set forth in Sections 9 and 11 *Certain Information Concerning Purchaser and OpenText* and *Purpose of the Offer and Plans for Daegis; Merger Agreement and Other Agreements* of the Offer to Purchase is incorporated herein by reference.

Item 9. *Persons/Assets Retained, Employed, Compensated or Used.*

The information set forth in the section of the Offer to Purchase entitled *Introduction* and Sections 10, 11 and 16 *Background of the Offer; Contacts with Daegis, Purpose of the Offer and Plans for Daegis; Merger Agreement and Other Agreements* and *Fees and Expenses* of the Offer to Purchase is incorporated herein by reference.

Item 10. *Financial Statements.*

Not applicable.

Item 11. *Additional Information.*

(a)(1) The information set forth in Sections 9, 10 and 11 *Certain Information Concerning Purchaser and OpenText, Background of the Offer; Contacts with Daegis* and *Purpose of the Offer and Plans for Daegis; Merger Agreement and Other Agreements* of the Offer to Purchase is incorporated herein by reference.

(a)(2), (3) The information set forth in Sections 11, 13 and 15 *Purpose of the Offer and Plans for Daegis; Merger Agreement and Other Agreements, Conditions to the Offer* and *Certain Legal Matters* of the Offer to Purchase is incorporated herein by reference.

(a)(4) The information set forth in Sections 7, 12 and 15 *Certain Effects of the Offer and the Merger, Source and Amount of Funds* and *Certain Legal Matters* of the Offer to Purchase is incorporated herein by reference.

(a)(5) The information set forth in Section 15 *Certain Legal Matters* of the Offer to Purchase is incorporated herein by reference.

(c) The information set forth in the Offer to Purchase is incorporated herein by reference.

Item 12. *Exhibits.*

(a)(1)(A) Offer to Purchase, dated October 23, 2015

(a)(1)(B) Form of Letter of Transmittal

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- (a)(1)(C) Form of Notice of Guaranteed Delivery
- (a)(1)(D) Form of Letter to Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees
- (a)(1)(E) Form of Letter to Clients for Use by Brokers, Dealers, Commercial Banks, Trust Companies and Other Nominees

- (a)(5)(A) Press Release issued by Open Text Corporation on October 8, 2015 (incorporated by reference to the pre-commencement communication filing on Schedule TO filed by Open Text Corporation with the Securities and Exchange Commission on October 8, 2015)
- (a)(5)(B) Press Release issued by Open Text Corporation on October 23, 2015
- (a)(5)(C) Form of summary advertisement, published in *The New York Times* on October 23, 2015
- (b) Not applicable
- (d)(1) Agreement and Plan of Merger, dated October 8, 2015, by and among Company D Merger Sub Inc., Open Text Corporation and Daegis Inc. (incorporated by reference to Exhibit 2.1 to the Current Report on Form 8-K filed by Daegis Inc. with the Securities and Exchange Commission on October 14, 2015)
- (d)(2) Tender and Voting Agreement, dated as of October 8, 2015, by and among Open Text Corporation, Company D Merger Sub Inc. and certain stockholders of Daegis Inc. (incorporated by reference to Exhibit 2 to Schedule 13D filed by Open Text Corporation with the Securities and Exchange Commission on October 19, 2015)
- (d)(3) Mutual Non-Disclosure Agreement, entered into as of August 12, 2015, by and between Open Text Corporation and Daegis Inc. (incorporated by reference to Exhibit 3 to Schedule 13D filed by Open Text Corporation with the Securities and Exchange Commission on October 19, 2015)
- (d)(4) Exclusivity Agreement, dated as of September 1, 2015, by and between Open Text Corporation and Daegis Inc.
- (g) Not applicable
- (h) Not applicable

Item 13. Information Required by Schedule 13E-3.

Not applicable.

SIGNATURE

After due inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated: October 23, 2015

OPEN TEXT CORPORATION

By: /s/ Gordon A. Davies

Name: Gordon A. Davies

Title:

Chief Legal Officer and Corporate
Secretary

COMPANY D MERGER SUB INC.

By: /s/ Gordon A. Davies

Name: Gordon A. Davies

Title:

President and Secretary

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