

SECURITIES & EXCHANGE COMMISSION EDGAR FILING

ACTUATE CORP

Form: 3

Date Filed: 2014-12-15

Corporate Issuer CIK: 1062478

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FORM 3

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

| OMB APPROVAL | | | | | |
|--------------------------------|-----------|--|--|--|--|
| OMB Number: | 3235-0104 | | | | |
| Estimated average burden hours | | | | | |
| | | | | | |

INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934 or Section 30(h) of the Investment Company Act of 1940

| (Print or Type Responses) | | | | | | | | |
|---|--|---------------------|---|--|---|--|--|--|
| Name and Address of Reporting Person OPEN TEXT CORP | 2. Date of Event Ro (Month/Day/Year) | equiring Statement | 3. Issuer Name and ACTUATE COF | d Ticker or Trading S RP [BIRT] | ymbol | | | |
| (Last) (First) (Middle) 275 FRANK TOMPA DRIVE | 12/05/2014 | 12/05/2014 | | Reporting Person(s) to ck all applicable) | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | |
| (Street) | | | Unicer (give title below)Other (specify below) | | | Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | |
| WATERLOO, A6 N2L OA1 (City) (State) (Zip) | | Tab | lo I. Non Dorive | ative Securities | | iled by More than One Reporting Person | | |
| 1.Title of Security | | 2. Amount of Secur | | 3. Ownership | | ct Beneficial Ownership | | |
| (Instr. 4) | | Owned (Instr. 4) | Form: Direct (D) or Indirect (I) (Instr. 5) | | | | | |
| Common Stock, par value 0.001 per share | | 1,445,290 (1) (2 | <u>) (3)</u> | | See Explanation | on of Responses (1) (2) (3) | | |
| Reminder: Report on a separate line for each class of s Persons who respond to a currently valid OMB c | the collection of info | rmation contained | in this form are not | | | SEC 1473 (7-0 | | |
| Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amou | Title and Amount of Securities Underlying Derivative Security | | 5. Ownership Forr of Derivative Security: Direct (D | m 6. Nature of Indirect Beneficial Ownership 0) (Instr. 5) | | |
| | Date Expiration | Title Amount or N | lumber of Shares | | or Indirect (I) (Instr. 5) | | | |
| Reporting Owners | | | | | | | | |
| Reporting Owner Name / Address Director 10% Own | ships er Officer Other | | | | | | | |
| OPEN TEXT CORP 275 FRANK TOMPA DRIVE X WATERLOO, A6 N2L OA1 | | | | | | | | |
| Signatures | | | | | | | | |
| Gordon A. Davies, Chief Legal Officer and C | orporate Secretary | Open Text Corp | oration 12 | 2/15/2014 | | | | |
| Signature of Rep | orting Person | | | Date | | | | |
| | | | | | | | | |

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- The Reporting Person is the sole stockholder of Asteroid Acquisition Corporation, a Delaware corporation ("Merger Sub") and Open Text Holdings, Inc., a Delaware corporation. Open Text Holdings, Inc., a Delaware corporation. Open Text USA Inc., a Delaware corporation, which is the sole stockholder of Open Text Inc., a Delaware corporation. Open Text Inc. holds the 1,445,290 shares of Common Stock reported herein.
- In addition, the Reporting Person may be deemed to beneficially own 4,117,447 shares of Common Stock as a result of a Tender and Voting Agreement, dated December 5, 2014, by and among (2) Peter I. Cittadini, President, Chief Executive Officer and a director of the Issuer, Arthur C. Patterson, the Issuer's lead independent director, and certain of their affiliates, the Reporting Person and
- (3) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities reported herein in excess of their respective pecuniary interests, if any.

 $Note: File \ three\ copies\ of\ this\ Form,\ one\ of\ which\ must\ be\ manually\ signed.\ If\ space\ is\ insufficient,\ \textit{See}\ Instruction\ 6\ for\ procedure.$

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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| | per response | 0.5 | | | | |

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| (Pfint of Type Responses) | | | | | | | | | | |
|--|--------------------------|--|--|--|---|-----------------------------|--|---|------------------------------------|-----------------|
| 1. Name and Address of Reporting Person 2. Date of Event Ri OPEN TEXT CORP (Month/Day/Year) | | | uiring Statement | 3. Issuer Name and Ticker or Trading Symbol ACTUATE CORP [BIRT] | | | | | | |
| (Last) (First) (M 275 FRANK TOMPA DRIVE | fiddle) | 12/05/2014 | | Relationship of Reporting Person(s) to Issuer (Check all applicable) | | | 5. If Amendment, Date Original Filed(Month/Day/Year) | | | |
| (Street) | | | | DirectorX10% OwnerOfficer (give title below)Other (specify below) | | | | 6. Individual or Joint/Group Filing(Check Applicable Line) X. Form filed by One Reporting Person | | |
| WATERLOO, A6 N2L OA1 | | | | | | | | | porting Person an One Reporting | Person |
| (City) (State) | (Zip) | | Tabl | e I - Non-Deriva | ative Securities | Beneficia | Illy Ow | ned | | |
| 1.Title of Security (Instr. 4) | | | 2. Amount of Secur Dwned Instr. 4) | ities Beneficially | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | | Indirect | Beneficial | l Ownership | |
| Common Stock, par value 0.001 per share | | | 1,445,290 <mark>(1)</mark> (2) | 45,290 (1) (2) (3) I See E | | | Explanation of Responses (1) (2) (3) | | | |
| a currently valid | pond to the OMB contr | e collection of inform | nation contained i | n this form are not | | | | isplays | | SEC 1473 (7-02) |
| Title of Derivative Security | 2 | . Date Exercisable | 3. Title and Amou | nt of Securities | 4. Conversion or | 5. Ownersh | nip Form | 6. Nature | of Indirect Be | eneficial |
| | | and Expiration Date Month/Day/Year) | Underlying Deriva (Instr. 4) | tive Security | Exercise Price of Derivative Security | of Derivativ Security: D | | Ownership (Instr. 5) | p | |
| | | Date Expiration Exercisable Date | Title Amount or N | lumber of Shares | | or Indirect ((Instr. 5) | (I) | | | |
| Reporting Owners | | | | | | | | | | |
| Reporting Owner Name / Address | elationship | os fficer Other | | | | | | | | |

Signatures

OPEN TEXT CORP 275 FRANK TOMPA DRIVE

WATERLOO, A6 N2L OA1

| Gordon A. Davies, Chief Legal Officer and Corporate Secretary Open Text Corporation | 12/15/2014 |
|---|------------|
| -Signature of Reporting Person | Date |

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- In addition, the Reporting Person may be deemed to beneficially own 4,117,447 shares of Common Stock as a result of a Tender and Voting Agreement, dated December 5, 2014, by and among (2) Peter I. Cittadini, President, Chief Executive Officer and a director of the Issuer, Arthur C. Patterson, the Issuer's lead independent director, and certain of their affiliates, the Reporting Person and Morgan Sub
- (3) Pursuant to Rule 16a-1(a)(4) under the Securities Exchange Act of 1934, as amended (the "Exchange Act"), this filing shall not be deemed an admission that the Reporting Persons is, for purposes of Section 16 of the Exchange Act or otherwise, the beneficial owner of any equity securities reported herein in excess of their respective pecuniary interests, if any.

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