## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

## FORM 6-K

REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934

For the month of February 2016

**Commission File Number: 1-31349** 

# **THOMSON REUTERS CORPORATION**

(Translation of registrant's name into English)

3 Times Square New York, New York 10036, United States (Address of principal executive office)

Indicate by check mark whether the registrant files or will file annual reports under cover of Form 20-F or Form 40-F.

Form 20-F □ Form 40-F ⊠

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1):

Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7):

#### SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

### THOMSON REUTERS CORPORATION

(Registrant)

By: /s/ Marc E. Gold

Name: Marc E. Gold Title: Assistant Secretary

Date: February 12, 2016

#### EXHIBIT INDEX

Exhibit <u>Number</u>	Description
99.1	Normal Course Issuer Bid Press Release
99.2	Amended and Restated Notice of Intention to Make a Normal Course Issuer Bid



NEWS RELEASE

FOR IMMEDIATE RELEASE

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#### **Thomson Reuters Amends Normal Course Issuer Bid**

**NEW YORK, February 12, 2016** – Thomson Reuters (TSX / NYSE: TRI), the world's leading source of intelligent information for businesses and professionals, today announced that it has received approval from the Toronto Stock Exchange (TSX) to amend its normal course issuer bid (NCIB) in connection with the company's previously announced plans to purchase up to an additional US\$1.5 billion of its shares.

The amended NCIB increases the maximum number of common shares that may be repurchased by an additional 9.2 million. Under the amended NCIB, up to 39.2 million common shares (representing approximately 5% of the 784,310,299 issued and outstanding shares as of May 20, 2015) may now be repurchased between May 28, 2015 and May 27, 2016. The NCIB, as originally approved in May 2015, contemplated the repurchase of up to 30 million common shares. The shares may be purchased in open market transactions on the TSX, the New York Stock Exchange (NYSE) and/or other exchanges and alternative trading systems, if eligible, or by other means permitted by the TSX and/or NYSE or under applicable law. This includes private agreement purchases if Thomson Reuters receives an issuer bid exemption order from applicable securities regulatory authorities in Canada for such purchases. Decisions and the timing for any future repurchases will depend on the timing for the sale of the company's Intellectual Property & Science business in addition to other factors, such as market conditions, share price and opportunities to invest capital for growth.

The price that Thomson Reuters will pay for common shares in open market transactions will be the market price at the time of purchase or such other price as permitted by the TSX. Any private agreement purchases made under an exemption order will generally be at a discount to the prevailing market price. In accordance with TSX rules, any daily repurchases (other than pursuant to a block purchase exception) on the TSX under the renewed NCIB are limited to a maximum of 184,791 shares, which represents 25% of the average daily trading volume on the TSX of 739,166 for the six months ended April 30, 2015 (net of repurchases made by the company during that time period). On February 9, 2016, there were 760,696,325 Thomson Reuters common shares outstanding. Any shares that are repurchased will be cancelled.

Under the current NCIB, Thomson Reuters repurchased 25,636,500 common shares between May 28, 2015 and February 9, 2016 for a total cost of approximately US\$982.8 million, representing an average price of US\$38.34 per share.

From time to time, when Thomson Reuters does not possess material nonpublic information about itself or its securities, it may enter into a predefined plan with its broker to allow for the repurchase of shares at times when Thomson Reuters ordinarily would not be active in the market due to its own internal trading blackout periods, insider trading rules or otherwise. Any such plans entered into with Thomson Reuters broker will be adopted in accordance with applicable Canadian securities laws and the requirements of Rule 10b5-1 under the U.S. Securities Exchange Act of 1934, as amended.

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THOMSON REUTERS

#### Thomson Reuters Amends Normal Course Issuer Bid Page 2 of 2

#### **Thomson Reuters**

Thomson Reuters is the world's leading source of news and information for professional markets. Our customers rely on us to deliver the intelligence, technology and expertise they need to find trusted answers. The business has operated in more than 100 countries for more than 100 years. Thomson Reuters shares are listed on the Toronto and New York Stock Exchanges (symbol: TRI). For more information, visit www.thomsonreuters.com.

#### SPECIAL NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this news release are forward-looking. These forward-looking statements are based on certain assumptions and reflect our company's current expectations. As a result, forward-looking statements are subject to a number of risks and uncertainties that could cause actual results or events to differ materially from current expectations. There is no assurance that the events described in any forward-looking statement will materialize. You are cautioned not to place undue reliance on forward-looking statements which reflect expectations only as of the date of this news release. Except as may be required by applicable law, Thomson Reuters disclaims any obligation to update or revise any forward-looking statements.

#### CONTACTS

MEDIA David Crundwell Senior Vice President, Corporate Affairs +1 646 223 5285 david.crundwell@tr.com INVESTORS Frank J. Golden Senior Vice President, Investor Relations +1 646 223 5288 <u>frank.golden@tr.com</u>

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This Form 12 amends and restates Thomson Reuters' Form 12 dated May 22, 2015.

Securities Sought - State the following: 1.

- Class(es) of securities subject to the NCIB:
  - Common Shares of Thomson Reuters ("Common Shares")
- b) Total number of securities:

a)

- i) issued and outstanding: (as of May 20, 2015): 784,310,299 Common Shares
- ii) if applicable, in the total public float: (as of ): Not applicable
- Percentage of securities that may be purchased under the NCIB: C)
  - % of issued and outstanding as of May 20, 2015 (maximum 5%): i) 4.998%
  - ii) % of the public float, as the case may be (maximum 10%): Not applicable
- d) Maximum number of securities that may be acquired under the NCIB: Up to 39,200,000 Common Shares, which reflects an increase of 9,200,000 Common Shares
- Number of securities the issuer actually intends to acquire under the NCIB (i.e., not necessarily the maximum): e) Up to 39,200,000 Common Shares, which reflects an increase of 9,200,000 Common Shares
- Is the issuer an investment fund: f)
  - No
  - i) If the answer is NO, the average daily trading volume for six months prior to the date of the original Form 12:

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739,166 Common Shares – average daily trading volume on the TSX for the six months ended April 30, 2015.

g) Does the issuer have a class of restricted securities:

No

If the answer is YES:

- i) describe the voting rights of all equity securities:
  - Not applicable
- ii) if the issuer does not propose to make the same NCIB for all classes of voting and equity securities, the reasons for so limiting the NCIB:

Not applicable

- h) Whether the securities are going to be cancelled. If such securities are not cancelled, state how such securities will be dealt with: Any Common Shares that are repurchased will be cancelled.
- 2. Duration State the dates on which the NCIB will commence and terminate. The NCIB may not extend for a period of more than one year from the date on which purchases may commence. (i.e. May 1, 2004 to April 30, 2005):

The NCIB commenced on May 28, 2015 and will terminate no later than May 27, 2016.

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#### **3.** Method of Acquisition – State the following:

a) whether purchases will be effected through the facilities of TSX and identify any other exchanges or market places on which purchases will be made:

Purchases of Common Shares will be effected through the facilities of the TSX, the New York Stock Exchange and/or other exchanges and alternative trading systems, if eligible, or by such other means as may be permitted by the TSX and/or New York Stock Exchange or under applicable law by a registered investment dealer (or an affiliate of the dealer), including private agreement purchases or share purchase program agreement purchases if Thomson Reuters receives an issuer bid exemption order in the future from applicable securities regulatory authorities in Canada for such purchases.

b) whether purchase and payment for the securities will be made by the issuer in accordance with the requirements of TSX:

Purchase and payment for the Common Shares will be made by Thomson Reuters in accordance with the requirements of the TSX and applicable securities laws.

c) whether the price that the issuer will pay for any securities acquired by it will be the market price of the securities at the time of acquisition:

The price that Thomson Reuters will pay for the Common Shares in open market transactions acquired by it will be the market price of the Common Shares at the time of acquisition. Any private agreement purchases made under an exemption order will generally be at a discount to the prevailing market price.

d) whether purchases (other than by way of exempt offer) will be made other than by means of open market transactions during the period the NCIB is outstanding:

Thomson Reuters does not presently intend to purchase Common Shares other than by means of open market transactions during the period the NCIB is outstanding.

4. Consideration Offered – State whether there are any restrictions on the price the offeror is prepared to pay and any other restrictions relating to the NCIB, such as specific funds available, method of purchasing, etc.:

There are no restrictions on the consideration to be offered by Thomson Reuters under the NCIB and there are no other restrictions relating to the NCIB. Thomson Reuters and holders of the Common Shares will be responsible for the payment of commissions to their respective brokers through which purchases and sales will be made at the applicable prevailing rates at the time of purchase.

5. Reasons for the NCIB – State the purpose or business reasons for the NCIB:

In originally authorizing the NCIB and in approving the increase in Common Shares set forth in this

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(as at February 4, 2011)

amended and restated notice, the Thomson Reuters Board believes that the purchase of Common Shares from time to time can be undertaken at prices that make the acquisition of such Common Shares an appropriate use of Thomson Reuters available funds and an appropriate mechanism for returning capital to its shareholders. On February 11, 2016, Thomson Reuters announced that it plans to purchase up to US\$1.5 billion of Common Shares. Purchases under this NCIB will be made as part of those plans.

Valuation - State whether there has been any appraisal or valuation of the issuer to the best knowledge of the directors or officers of the 6. issuer, after reasonable enquiry, regarding the issuer, its material assets or securities prepared within the two years preceding the date of either the original notice or this amended and restated notice, together with a statement of a reasonable time and place at which such appraisal or valuation, or a copy thereof, may be inspected. For this purpose, the phrase appraisal or valuation means both an independent appraisal or valuation and a material non-independent appraisal or valuation. If there has been such an appraisal or valuation, include a summary of such appraisal or valuation:

The directors and officers of Thomson Reuters, after reasonable enquiry, have no knowledge of any appraisal or valuation regarding Thomson Reuters, its material assets or securities, prepared within the last two years preceding the date of the original notice or this amended and restated notice.

- 7. Previous Purchases – Where the issuer has purchased securities under a NCIB within the 12 months prior to the original notice, since the date of the original notice or under the current NCIB, state the following:
  - method of acquisition: a)

Purchases of Common Shares were effected through the facilities of the TSX, the NYSE and other alternative trading systems by RBC Dominion Securities Inc., a registered investment dealer. In addition, purchases of Common Shares were effected through private agreement purchases pursuant to three issuer bid exemption orders granted in August 2015 by the Ontario Securities Commission.

b) the number of securities purchased:

> 30.000.000 Common Shares purchased in the 12 months prior to May 22, 2015 25,636,500 Common Shares purchased since May 22, 2015 25,636,500 Common Shares purchased under the current NCIB since May 28, 2015

the weighted average price paid per security: C)

US\$38.67 for Common Shares purchased in the 12 months prior to May 22, 2015 US\$38.34 for Common Shares purchased since May 22, 2015 US\$38.34 for Common Shares purchased under the current NCIB since May 28, 2015

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(as at February 4, 2011)

8. Persons Acting Jointly or In Concert with the Issuer – Disclose the identity of any party acting jointly or in concert with the issuer: There are no persons acting jointly or in concert with Thomson Reuters.

9. Acceptance by Insiders, Affiliates and Associates –

a) name of every director or senior officer of the issuer who intends to sell securities of the issuer during the course of the NCIB:

No director or senior officer of Thomson Reuters presently intends to sell Common Shares during the remaining course of the NCIB. During the remaining course of this NCIB, directors and senior officers of Thomson Reuters may from time to time effect such sales of Common Shares as may be necessary or desirable in their personal circumstances and sales of Common Shares by such persons may occur as a result of the exercise by such persons of outstanding stock options or the vesting of restricted share units or deferred share units.

b) where their intention is known after reasonable enquiry, the name of every associate of a director or senior officer of the issuer, person acting jointly or in concert with the issuer, or person holding 10% or more of any class of equity securities of the issuer, who intends to sell securities:

Except as set forth below, to the knowledge of Thomson Reuters, its directors and senior officers, after reasonable enquiry, (i) no associate of a director or senior officer of Thomson Reuters; (ii) no person acting jointly in concert with Thomson Reuters; and (iii) no person holding 10% or more of any class of equity securities of Thomson Reuters presently intends to sell Common Shares during the remaining course of this NCIB.

As of February 1, 2016, The Woodbridge Company Limited and other companies affiliated with it ("Woodbridge") beneficially owned 452,364,520 Common Shares, or approximately 59% of the outstanding Common Shares. Woodbridge plans to continue to hold substantially all of its Common Shares for the long term and accordingly to maintain its controlling interest in Thomson Reuters. From time to time, Woodbridge disposes of Common Shares in amounts that are not material for liquidity and other reasons and such disposals may occur during the course of this NCIB. Thomson Reuters and Woodbridge have a protocol in place to ensure that Thomson Reuters is not purchasing Common Shares on any day when Woodbridge is selling Common Shares.

10. Benefits from the NCIB – State direct or indirect benefits to any of the persons or companies named in item 9 of selling or not selling securities of the issuer during the course of the NCIB. An answer to this item is not required where the benefits to such person or company of selling or not selling securities are the same as the benefits to any other securityholder who sells or does not sell:

Not applicable

11. Material Changes in the Affairs of the Issuer - Disclose any previously undisclosed material

Amended and Restated Form 12 – Notice of Intention to make a Normal Course Issuer Bid © 2011, TSX Inc. (as at February 4, 2011) changes or plans or proposals for material changes in the affairs of the issuer:

To the knowledge of Thomson Reuters, its directors and senior officers, after reasonable enquiry, there are no undisclosed material changes in the affairs of Thomson Reuters.

#### 12. Participating Organization Information -

- a) Name of brokerage firm: RBC Dominion Securities Inc.
- b) Name of registered representative: *Joanne O'Hea*
- c) Address of brokerage firm: 200 Bay Street, Suite 700, Toronto, Ontario M5J 2W7, Canada
- d) Fax number: +1.416.842.6100
- e) Telephone number: +1.416.842.6274

# 13. Disclose any significant information regarding the NCIB not disclosed above, including any details regarding the use of put options or forward purchase contracts in conjunction with the NCIB:

From time to time, when Thomson Reuters does not possess material nonpublic information about itself or its securities, it may enter into a pre-defined plan with its broker to allow for the repurchase of Common Shares at times when it ordinarily would not be active in the market due to its own internal trading blackout periods, insider trading rules or otherwise. Any such plans entered into with Thomson Reuters broker will be adopted in accordance with applicable Canadian securities laws and the requirements of Rule 10b5-1 under the U.S. Securities Exchange Act of 1934.

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14. Certificate – The undersigned, a director or senior officer of the issuer duly authorized by the issuer's board of directors, certifies that this amended and restated notice is complete and accurate and in compliance with Section 629 and 629.1 of the TSX Company Manual. This amended and restated notice contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it is made.

/s/ Michelle Scheer

Name: Michelle Scheer Title: Treasurer Date: February 11, 2016

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